



18 January 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, 23 February 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 23 February 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

REGISTRIES LIMITED

GPO BOX 3993

SYDNEY NSW 2001

Or

BY FAX TO + 61 2 9290 9655

NO LATER THAN 10.00 am ON MONDAY, 21 FEBRUARY 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 23 February 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: approval for issue of Notes

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 7.1 and for all other purposes, approval is given for the Company to issue and allot Notes of a total face value of \$450,000 on such terms and to such allottees as are specified in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting and for such Notes to be issued within 3 months of the date of this Meeting."

Voting exclusion statement

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

- an allottee being Multi Vendor Support Services Pty Ltd, Kym Keightley, Nosote Pty Ltd and Tinabass Pty Ltd; or
- an associate of the allottees.

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 allottee or an associate of the allottee.

The Company will disregard any votes cast by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed.

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 4,672,586 shares in the capital of the Company issued at an average price of \$0.202828 per Share 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 1,442,507 shares in the capital of the Company issued at a price of \$0.1233 per Share 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..

1.4 Resolution 4: approval for issue of Share Options to Director under Company's ESOP

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 10.14 and all other purposes, approval is given for the Company to issue and allot up to 400,000 Share Options under the terms of the

Company's ESOP to Mrs Luceille Outhred and as detailed in the Explanatory Memorandum."

Voting exclusion statement

A vote on this Resolution 4 must not be cast (in any capacity) by or on behalf of:

- Mrs Luceille Outhred; or
- an associate of Mrs Luceille Outhred.

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 Mrs Luceille Outhred or an associate of Mrs Luceille Outhred.

The Company will disregard any votes cast by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed.

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 Wednesday, 9 February 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, 21 February 2011 at the Company's share registry. Proxies may be lodged:

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

BY FAX + 61 2 9290 9655

or

IN PERSON Share Registry – Registries 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: 18 January 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 4 to be put at the General Meeting of the Company on Wednesday, 23 February 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: Approval for the issue of Notes

Background and reason for the issue

On 28 October 2010, and 29 December 2010 respectively, Digislide announced to the ASX that it had completed the second tranche of the two phase capital raising initiative and a further successful capital raising for \$150,000, aimed at funding the Company with additional working capital through to breakeven.

Digislide advised that it had agreed terms with four financiers who have provided the Company with \$450,000 by way of subscription to Notes. The terms for the Notes are set out in Appendix A. A summary of the key terms are as follows:

1. the total face value of the 9 Notes is \$450,000.00, comprising 9 x \$50,000 Notes;
2. interest payable on each Note is 15% per annum;
3. each Note will be issued with an attaching issue of 300,000 Options, exercisable at \$0.25 per option with an expiry date of 24 month from date of issue, total 2.7 million Options (terms of which are set out in Appendix B);
4. each Note is convertible into Shares in the capital of Digislide at a conversion rate of \$0.20 per Share;
5. the term of the Note(s) is 12 months from date of issue; and
6. if the Note is paid out earlier than the 12 months, interest for the term will be 5%.

Pursuant to Resolution 1, Shareholders are asked to approve the issue and allotment of the Notes and attaching Options to these two financiers.

Appendix C sets out the pro-forma capital structure of the Company in the event shareholders approve the various resolutions approving the issue of equity securities to be put to Shareholders at this Meeting.

It should be noted that, with respect to the 2.7 million Options attaching to these Notes, if the Options are exercised at a time when the market price of the Company's shares is greater than the exercise price of the Options, there will be a detriment insofar as the Company will be required to issue Shares at a price lower than it might otherwise have been able to otherwise.

Using the Black and Scholes option valuation model, the value of attaching Options to these Notes to be issued is calculated as follows:

Number of Options to be issued	2,700,000
Exercise price per Option	25 cents
Length of exercise period	2 years
<i>Theoretical valuation: Black and Scholes model</i>	
Share price used (as at 13 January 2011)	21.5 cents
Risk free interest rate (referenced against the 5 year bond rate)	5.21%
Volatility	120%
Derived theoretical value per Option	12.76 cents

The price of the Company's shares quoted on the ASX over the past 4 months has ranged from a low of 6.5 cents on 19 November 2010 to a high of 23.5 cents on 14 January 2011.

The model computes a theoretical value of \$344,468 for these 2.7 million attaching Options.

As noted above, further details of the terms and conditions of the Options to be issued are set out in Appendix B to this Explanatory Memorandum.

Requirement for Shareholder approval

Shareholder approval is required for the purposes of the following provisions of the ASX Listing Rules, in particular, approval is sought under Listing Rules 7.1.

ASX Listing Rules 7.1

ASX Listing Rule 7.1 restricts an issue of securities in excess of 15% of the share capital of the Company on issue in the preceding 12 month period without Shareholder approval, subject to limited exceptions.

The proposed issue of these equity securities, comprising Notes and Shares, if issued without Shareholder approval, will be counted towards the 15% limit under ASX Listing Rule 7.1.

The proposed issue of these equity securities, comprising Notes and Shares, if issued without Shareholder approval, will be counted towards the 15% limit under ASX Listing Rule 7.1.

Obtaining this shareholder approval would also 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 7.3

ASX Listing Rule 7.3 requires the following information to be given to Shareholders and approval is sought from Shareholders for the issue of these equity securities pursuant to Resolution 1 on the following terms:

- (a) the Company will issue a maximum of 9 Notes to a total face value, comprising 9 x \$50,000 Notes. If all these Notes are converted to Shares, the Company will issue a maximum 2,250,000 Shares;
- (b) the Notes and attaching Options will be issued and allotted within 3 months of the date of this General Meeting as required by Listing Rule 7.3.2 or such later date as permitted by any ASX waiver;
- (c) the issue price of each Note is \$50,000 and each Note is convertible into Shares in the capital of Digislide at a conversion rate of 20 cents per Share;
- (d) the allottees of the Notes are:
 - (i) Kym Keightley – 1 x \$50,000 Note; and
 - (ii) Multi Vendor Support Services Pty Ltd – 6 x \$50,000 Notes
 - (iii) Nosote Pty Ltd – 1 x \$50,000 Note
 - (iv) Tinabass Pty Ltd – 1 x \$50,000 Note
- (e) the terms of the Notes and Options are set out in Appendices A and B of this Explanatory Memorandum in; and
- (f) the Notes are issued to provide working capital to the Company and for the reasons noted herein.

1.2 Resolutions 2 and 3: Ratification of issue of Shares

1.2(a) Background and reason for the ratification of the issue of Shares pursuant to Resolution 2

On the 19th April 2010 Digislide announced to the market its proposed acquisition of Australia Live TV Pty Ltd ("ALTV"). Associated with the acquisition was a commitment by the Corporate Advisor to undertake an initial three stage capital raising in total amounting to \$3.0M with a subsequent capital raising of \$5.0 million. The initial tranches of funds were to be received prior to the completion of the due diligence.

These funds provided working capital for the company whilst \$100,000 was provided as a loan to ALTV pending the completion of the deal.

In addition, Digislide entered into arrangements with several parties who requested the settlement of their trade account with the Company in Shares. In consideration for the discharge of \$241,617.19 in trade payables and loans to unrelated parties, Digislide issued 860,877 Shares to parties who are persons to whom section 708 of the Corporations Act apply, such Shares being issued at \$0.28066 per Share, being the average of the conversion prices at the dates the agreement were entered. These parties are listed in Appendix D Section 2 of this Explanatory Memorandum.

Pursuant to Resolution 2, Shareholders are asked to ratify the issue and allotment of the 4,672,586 Shares to those participants in the capital raising, and to those associated with the conversion of debt as reported in full to the ASX per the Company's 3B issued on 21 May 2010.

1.2(b) Background and reason for the ratification of the issue of Shares pursuant to Resolution 3

Pursuant to Resolution 3, Shareholders are asked to approve the issue and allotment of the 1,442,507 Shares as consideration for the full settlement of debts totalling \$175,324 owed by the Company to these (unrelated) parties, who are listed in Appendix D, section 3 of this Explanatory Memorandum.

Approval for the ratification of the issue and allotment of the Shares, as noted in paragraphs 1.2(a) and (b) above, is sought under Listing Rule 7.4.

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) 4,674,186 Shares were issued and allotted on 19 May 2010 and these Shares were issued at an average issue price of \$0.2028 per share; and 1,442,507 Shares were issued and allotted on 24 December 2010 and these Shares were issued at an issue price of \$0.1233 per Share;
- (b) the Shares were issued on the same terms as the Company's existing Shares;

- (c) the allottees are detailed in Appendix D Sections 1,2,and 3 of this Explanatory Memorandum;
- (d) the funds raised by this share issue are to provide working capital to the Company 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 Resolution 4: Approval for the issue of Share Options to Director

The Board of Directors seek Shareholders approval for the issue and allotment of 400,000 Share Options to Ms Luceille Outhred, a Director, pursuant to the granting of these options under the Company's ESOP approved by Shareholders at the 2009 AGM.

These Share Options were granted for nil consideration to Mrs Outhred on 23 December 2010, subject to Shareholder approval. The Share Options may be converted to Shares at a conversion price of \$0.16022 per Share Option (being the volume weighted average price of Shares traded for the 5 trading days to the 23 December 2010) and may be converted at any time 6 months after the grant date subject to shareholder approval. If not previously converted, the Share Options expire on 23 December 2013. The other terms of the grant of these Share Options are:

- the Share Options lapse 24 months after the retirement of the employee, provided the employee retires within the first 12 months following the issue of the options;
- the Share Options may only be exercised by instalments being no more than 25% pa for first 2 years and 50% in third year;
- unless the Board determines otherwise the participant must not sell, mortgage, charge or otherwise dispose of, deal with or encumber any Share Options except in the circumstance where a legal personal representative has been appointed to manage the estate of the participant;
- the Share Options lapse 30 days after the termination of employment for any other reason including resignation; and
- participation in the ESOP excludes all non-executive directors of the Company.

The Share Options are to be issued within one month from the date of this Meeting and in any case no later than 12 months after the Meeting.

Requirement for Shareholder approval

Shareholder approval is required for the purposes of ASX Listing Rule 10.14.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 does not permit a director acquire securities under an employee incentive scheme without the approval of shareholders.

For the purposes of ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

ASX Listing Rule 10.14

ASX Listing Rule 10.14 does not permit a director acquire securities under an employee incentive scheme without the approval of shareholders.

For the purposes of ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- (a) the Share Options to be granted under this Resolution 4 is to Mrs Outhred, a Director of the Company;
- (b) the maximum number of securities that may be acquired by Mrs Outhred pursuant to this resolution is 400,000 Share Options;
- (c) the Share Options will be issued for no cash consideration; the Share Options may be converted to Shares at a conversion price of \$0.16022 per Share Option;
- (d) there are no other persons referred to in Listing Rule 10.14 who have received Share Options under the Digislide ESOP;
- (e) There are no other persons referred to in Listing Rule 10.14 to whom this applies who may participate in the Digislide ESOP;
- (f) voting exclusion statements are included in the Notice of General Meeting; and
- (g) no loan will be offered by the Company in relation to the acquisition of these securities.

Directors Recommendations

In relation to Resolution 4, each Director, other than Mrs Luceille Outhred:

- recommends that Shareholders vote in favour of Resolution 4 on the basis that they consider it is in the best interests of Digislide's Shareholders to reward Mrs Outhred for her services to the Company on terms that are fair and aligned with Shareholder return; and
- confirms he has no interest in the outcome of the relevant Resolution.

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
ESOP	means Employee Share Option Plan
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 25 February 2011
Note	a convertible note whose holder is entitled to convert the face value into Shares and issue on terms set out in Appendix A
Notice	the notice dated 14 January 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: Note terms

1. The face value each Note is \$50,000.
2. Interest payable on each Note is 15% per annum.
3. Each Note will be issued with 300,000 Options (terms of which are set out in Appendix B) attaching thereto.
4. each Note is convertible into Shares in the capital of Digislide at a conversion rate of \$0.20 per Share.
5. the term of each Note is 12 months from date of issue.
6. if a Note is paid out earlier than the 12 months, interest for the term will be 5%.
7. The Notes have no rights of entitlement or participation if the Company makes any pro rata, rights issue, bonus issue or other equivalent offer or invitation of Shares or other securities to the holders of Shares.
8. The holder of Notes must convert the Notes into Shares before any applicable record date to have any such entitlement or participation rights.
9. Until the Notes are converted, if there is a reorganisation of the issued capital of the Company, the Notes are to be treated in the manner set out in ASX Listing Rule 7.21 (or other applicable Listing Rules of the ASX from time to time) being that the number of Notes will be reorganised so that the holder of Notes will not receive a benefit that holders of Shares do not receive and so that the holders of Shares will not receive a benefit that the holder of Notes does not receive.

Appendix B: Option terms

1. Each Option entitles the holder to subscribe for and be allotted one Share. The exercise price of each Option is \$0.25.
2. If not previously exercised, the Options expire on a date being 24 months from date of issue (the **Expiry Date**).
3. The Options are exercisable at any time prior to the Expiry Date.
4. The Options are exercised by notice in writing to the Company accompanied by payment of the exercise price as detailed in (1) above.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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 C: pro-forma capital structure

	Undiluted	%	Diluted	%
Ordinary Shares currently on issue (as at 14 Jan)	58,699,118		58,699,118	79.30%
Options currently on issue (see note 1 below)			6,963,000	9.40%
Notes currently on issue (see note 2 below)			3,006,399	4.06%
Notes to be issued pursuant to Resolution 1			4,950,000	6.68%
Share Options to be issued pursuant to Resolution 4			400,000	0.56%
Total issue securities	58,699,118	100.00%	74,018,517	100.00%

Note 1

Options currently on issue (as at 14 Jan)	Number	Exercise Price	Expiry date
Unlisted	350,000	\$1.00	24 Aug 2014
Unlisted	100,000	\$1.00	1 May 2017
Unlisted	3,500,000	\$1.25	24 Aug 2014
Unlisted	2,500,000	\$1.25	24 Aug 2014
Share Options issued pursuant to Digislide's ESOP	513,000	\$0.16022	23 Dec 2013
Total	6,963,000		

Note 2

Notes currently on issue (as at 14 Jan)	Face Value	Conversion rate	Expiry date	Equivalent no. of Shares
Unlisted	160,000	\$0.75	25 Aug 2011	213,333
Unlisted	40,000	\$0.75	25 Aug 2011	53,333
Unlisted	100,000	\$0.75	25 Aug 2011	133,333
Unlisted	100,000	\$1.25	25 Aug 2011	80,000
Unlisted	33,000	\$1.25	25 Aug 2011	26,400
Unlisted	500,000	\$0.20	24 Sept 2011	2,500,000
Total	933,000			3,006,399

Appendix D: details of Share allottees

Section 1: allottees pursuant Resolution 2

Share allottees	Date of issue of Shares	Number of Shares issued	Notional issue price per Share
Rootwo PtyLtd	19 May 2010	282,609	0.17692
Paul Andrew Leonard	19 May 2010	847,827	0.17692
Mr & Mrs DS Thomas Account Darren Thomas Family Trust	19 May 2010	282,609	0.17692
David Horbelt	19 May 2010	141,304	0.17692
Mr & Mrs DS abd M Thomas D&M Thomas Superannuation Fund	19 May 2010	565,217	0.17692
Headley G P Chapman ATF Gralja Superannuation Fund Act *	19 May 2010	141,304	0.17692
J Craven & Co Pty Ltd	19 May 2010	141,304	0.17692
John McCallum Behenna	19 May 2010	84,783	0.17692
Bevan Keith Golding	19 May 2010	141,304	0.17692
MWB Consulting Pty Ltd	19 May 2010	56,522	0.17692
MWB Consulting Pty Ltd	19 May 2010	7,265	0.234
GACE Superannuation Fund	19 May 2010	110,000	0.234
Anthony R Blackmore & Francis J Field ATF Estate Mrs Georgina E Bradshaw	19 May 2010	444,444	0.234
Mark Dyson	19 May 2010	565,217	0.17692
Total		3,811,709	

* Shares issued to H G P Chapman subsequently cancelled as advised to the ASX 20 August 2010

Section 2: allottees pursuant Resolution 2

Share allottees	Note	Date of issue of Shares	Number of Shares issued	Notional issue price per Share
Kevin James Soper	1	19 May 2010	606,710	0.234
Darryl John Causebrook	2	19 May 2010	215,367	0.234
International Equities Pty Ltd	3	19 May 2010	38,800	0.3479
Total			860,877	

Section 3: allottees pursuant Resolution 3

Conversion of debt to equity	Amounts owed	Debt details (see Notes below)	Number of Shares issued	Notional issue price per Share
Wakabayashi Fund LLC	\$150,000.00	4	1,200,000	\$0.1250
Michael Tziortzis	\$15,000.00	5	131,796	\$0.11382
Jeff King	\$5,326.29	6	46,779	\$0.11382
Jane Evans	\$5,000.00	5	43,932	\$0.11382
A R Blackmore	\$2,500.00	5	20,000	\$0.1250
Total	\$177,826.29		1,442,507	

Note:

1. Retirement of short term loan
2. Corporate advice at listing
3. Replacement of shares sold during GEM transaction
4. Marketing and promotions fee
5. Re-imbursement of Company expenses
6. Settlement of employee expenses

All funds raised from these issues were used as working capital by the company.

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:
Registries 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 10.00 AM (ADELAIDE TIME) MONDAY 21 FEBRUARY 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 **10.00 am (Adelaide Time) on Wednesday, 23rd February 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 – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - +61 2 9290 9655

IN PERSON - Share Registry – Registries 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.

DIGISLIDE HOLDINGS LIMITED

<BARCODE>

<Address 1>

<Address 2>

<Address 3>

<Address 4>

<Address 5>

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 Company Limited to be held at 100-102 Cavan Road, Dry Creek SA 5094 on Wednesday the 23rd February 2011 at 10.00 am (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	Approval for issue of Notes	☐	☐	☐
Resolution 2	Ratification of issue of 4,674,186 Shares	☐	☐	☐
Resolution 3	Ratification of issue of 1,442,507 Shares	☐	☐	☐
Resolution 4	Approval for issue of Share Options to Director under Company's ESOP	☐	☐	☐

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