

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Adslot Ltd
ABN	70 001 287 510

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr Ian Lowe
Date of last notice	8 October 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	(a) Direct; and (b) Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(b) Ansearch Com Au Pty Ltd as trustee for the Adslot Employee Share Trust
Date of change	Change #2 occurred on 23 December 2013 Changes # 1 and #3 occurred on 24 December 2013
No. of securities held prior to change	(a) None (b) None
Class	(a) Fully paid Ordinary (b) Fully paid Ordinary
Number acquired	1) 1,500,000 (direct) 2) 8,461,929 (direct) 3) 3,000,000 (indirect)
Number disposed	None
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1) No consideration paid 2) Consideration of 6,958,823 Facilitate Digital Holdings Ltd shares under that Scheme of Arrangement 3) No consideration paid

+ See chapter 19 for defined terms.

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No. of securities held after change	(a) 9,961,929 fully paid Ordinary (b) 3,000,000 fully paid Ordinary
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ol style="list-style-type: none"> 1) Mr Lowe exercised his right to receive his 1,500,000 Sign On Shares, which were provided under his Employment Agreement. 2) Shares issued pursuant to the Facilitate Digital Holdings Limited Scheme of Arrangement as Scheme Consideration for Mr Lowe's Facilitate shares 3) Mr Lowe exercised his right to have allocated to the Adslot Employee Share Trust a Long Term Incentive allocation of 3,000,000 shares which are held by the Trust for 2 years and are subject to Mr Lowe remaining an employee of Adslot Ltd.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Employment Agreement																		
Nature of interest	<p>Sign on Shares Mr Lowe has been allocated the right to be provided with 3,000,000 shares at no consideration, 50% of which become exercisable after a period of 12 months from commencement, and the remaining 50% become exercisable after a period of 24 months from commencement. Mr Lowe is required to remain an employee of the Company to be allocated any shares under this provision.</p> <p>Long Term Incentive Upon commencement Mr Lowe will be granted the right to receive the following shares after the share price of the Company trades above a 30 day VWAP as per the following table:</p> <table border="1" data-bbox="758 1384 1356 1615"> <thead> <tr> <th>30 Day VWAP</th> <th>Right to # of Shares</th> <th>Escrow Period</th> </tr> </thead> <tbody> <tr> <td>\$0.10</td> <td>3,000,000</td> <td>2 Years</td> </tr> <tr> <td>\$0.20</td> <td>3,000,000</td> <td>2 Years</td> </tr> <tr> <td>\$0.30</td> <td>4,000,000</td> <td>None</td> </tr> <tr> <td>\$0.40</td> <td>5,000,000</td> <td>None</td> </tr> <tr> <td>\$0.50</td> <td>5,000,000</td> <td>None</td> </tr> </tbody> </table> <p>Mr Lowe is required to remain an employee of the Company to be allocated any shares under this provision.</p>	30 Day VWAP	Right to # of Shares	Escrow Period	\$0.10	3,000,000	2 Years	\$0.20	3,000,000	2 Years	\$0.30	4,000,000	None	\$0.40	5,000,000	None	\$0.50	5,000,000	None
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\$0.40	5,000,000	None																	
\$0.50	5,000,000	None																	
Name of registered holder (if issued securities)																			
Date of change	24 December 2013																		

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No. and class of securities to which interest related prior to change	Any shares issued would rank equally with Ordinary Shares															
Interest acquired	None															
Interest disposed	<p>Sign on Shares Mr Lowe exercised, on 24 December 2013, his right to receive the first 50% entitlement and as such 1,500,000 shares have been issued in Part 1 of this Notice.</p> <p>Long Term Incentive Mr Lowe exercised, on 24 December 2013, his right to have allocated to the Adslot Employee Share Trust the some 3,000,000 shares (which remained escrowed for 2 years and are subject to him remaining an employee of Adslot Ltd) as the 30 Day VWAP of \$0.10 has been achieved. These shares have been issued to the Trust and are covered in Part 1 of this Notice.</p>															
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	These issues were made pursuant to his Employment Agreement for no consideration.															
Interest after change	<p>Sign on Shares Mr Lowe has been allocated the right to be provided with 1,500,000 shares at no consideration, which become exercisable after a period of 24 months from commencement of his employments which was 8 October 2012. Mr Lowe is required to remain an employee of the Company to be allocated any shares under this provision.</p> <p>Long Term Incentive Mr Lowe has the right to receive the following shares after the share price of the Company trades above a 30 day VWAP as per the following table:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">30 Day VWAP</th> <th style="text-align: center;">Right to # of Shares</th> <th style="text-align: center;">Escrow Period</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">\$0.20</td> <td style="text-align: center;">3,000,000</td> <td style="text-align: center;">2 Years</td> </tr> <tr> <td style="text-align: center;">\$0.30</td> <td style="text-align: center;">4,000,000</td> <td style="text-align: center;">None</td> </tr> <tr> <td style="text-align: center;">\$0.40</td> <td style="text-align: center;">5,000,000</td> <td style="text-align: center;">None</td> </tr> <tr> <td style="text-align: center;">\$0.50</td> <td style="text-align: center;">5,000,000</td> <td style="text-align: center;">None</td> </tr> </tbody> </table> <p>Mr Lowe is required to remain an employee of the Company to be allocated any shares under this provision.</p>	30 Day VWAP	Right to # of Shares	Escrow Period	\$0.20	3,000,000	2 Years	\$0.30	4,000,000	None	\$0.40	5,000,000	None	\$0.50	5,000,000	None
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\$0.30	4,000,000	None														
\$0.40	5,000,000	None														
\$0.50	5,000,000	None														

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

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