

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name Adslot Ltd

ACN 001 287 510

**1. Details of substantial holder (1)**

Name Andrew Barlow

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 23/12/2013  
The previous notice was given to the company on 19/02/2010  
The previous notice was dated 18/02/2010

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	57,140,133	11.63%	62,803,769	6.40%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
14/04/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 528,000 shares under the ESOP plan.	Nil	57,140,133 shares	57,140,133
15/07/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 4,285,714 shares arising from the acquisition of Adimise Pty Ltd	Nil	57,140,133 shares	57,140,133
30/08/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 800,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133
14/09/2010	Andrew Barlow & Venturian Pty Ltd	Dilution of the issue of 21,153,845 shares under the Share Placement	Nil	57,140,133 shares	57,140,133
17/09/2010	Andrew Barlow & Venturian Pty Ltd	Dilution of the issue of 37,096,155 shares under the Share Placement	Nil	57,140,133 shares	57,140,133
18/10/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 1,000,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133

29/10/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 94,412,286 shares under the Share Placement	Nil	57,140,133 shares	57,140,133
6/12/2010	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 25,672,727 shares issued on the acquisition of QDC IP Technologies Pty Ltd	Nil	57,140,133 shares	57,140,133
28/02/2011	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 100,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133
22/3/2011	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 1,300,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133
12/04/2011	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 420,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133
6/02/2012	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 1,480,000 shares as a result of the exercise of options	Nil	57,140,133 shares	57,140,133
6/06/2012	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 8,557,576 shares to the vendors of QDC IP Technologies Pty Ltd	Nil	57,140,133 shares	57,140,133
14/09/2012	Andrew Barlow & Venturian Pty Ltd	Dilution from issue of 6,229,054 shares to the Trustee of the Adslot Employee Share Trust	Nil	57,140,133 shares	57,140,133
10/10/2012	Andrew Barlow & Venturian Pty Ltd	Dilution from issue of 3,000,000 shares to the Trustee of the Adslot Employee Share Trust	Nil	57,140,133 shares	57,140,133
27/11/2012	Andrew Barlow & Venturian Pty Ltd	Dilution from the issue of 1,212,121 shares to vendors of QDC IP Technologies Pty Ltd	Nil	57,140,133 shares	57,140,133
27/11/2012	Venturian Pty Ltd	Issue of 3,563,636 Shares approved by shareholders on 27 November 2012.	Shares issued in consideration for shares in QDC IP Technologies Pty Ltd.	3,563,636	3,563,636
20/12/2012	Venturian Pty Ltd	On Market Purchase	\$40,000.00	1,000,000	1,000,000
27/02/2013	Venturian Pty Ltd	On Market Purchase	\$27,500.00	1,100,000	1,100,000
24/09/2013	Andrew Barlow & Venturian Pty Ltd	Dilution from issue of 3,828,691 shares to the Trustee of the Adslot Employee Share Trust	Nil	62,803,769 shares	62,803,769
23/12/2013	Andrew Barlow & Venturian Pty Ltd	Dilution from issue of 273,730,778 shares as consideration for the Facilitate Digital Holdings Limited Scheme of Arrangement	Nil	62,803,769 shares	62,803,769

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Andrew Barlow	Venturian Pty Ltd	Venturian Pty Ltd	Interest in shares as Andrew Barlow controls Venturian Pty Ltd	61,055,667	61,055,667
Andrew Barlow	Andrew Barlow	Andrew Barlow	Registered holder of shares	1,748,102	1,748,102

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Venturian Pty Ltd	Level 2, 4-8 Osborne Street, South Yarra VIC 3141
Andrew Barlow	30 Edro Avenue, Brighton East VIC 3187

**Signature**

print name Andrew Barlow

capacity Director

sign here

date 23/12/2013

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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