

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

D2 Marketing Ltd (formerly known as Commquest Ltd)

ABN

95 123 287 025

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | *Class of *securities issued or to be issued | Ordinary fully paid shares

Convertible Notes which may be converted into ordinary fully paid shares in the Company |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | Placement Shares - 21,410,318 fully paid ordinary shares

Convertible Notes - 8,000,000 convertible notes which may be converted into 1,066,666,666 fully paid ordinary shares in the Company. Any unpaid interest may also be converted to fully paid ordinary shares in the Company if the Company and Co-Investor agree. A maximum of 505,478,689 fully paid ordinary shares may be issued if all of the accrued interest is converted into shares. |

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- 3 Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

Placement Shares - same as those for existing ordinary fully paid shares

Convertible Notes – a coupon rate of 13% per annum applies to the Convertible Notes and any accrued and unpaid interest on the Convertible Notes (compounding monthly). The Convertible Notes and any accrued and unpaid interest on the Convertible Notes may be converted at any time during the period after the record date for the non-renounceable rights issue (to be conducted by the Company in November 2009) and 11 November 2012 at an issue price of \$0.0075 per share. Shares issued on conversion of the Convertible Notes will have the same rights as those existing for ordinary fully paid shares.

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<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing +class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Placement Shares – Yes</p> <p>Convertible Notes – the Convertible Notes will not entitle noteholders to vote at any general meetings of the Company or participate in any dividend but each noteholder will have the same rights as holders of fully paid ordinary shares to receive notices of general meetings, reports and financial statements of the Company. Fully paid ordinary shares issued on conversion of the Convertible Notes and any accrued and unpaid interest on the Convertible Notes will rank equally with other fully paid ordinary shares in the Company.</p>				
<p>5 Issue price or consideration</p>	<p>Placement Shares - \$0.0075 per share</p> <p>Convertible Notes - \$1.00 per note convertible into fully paid ordinary shares at an issue price of \$0.0075 per share.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Placement Shares were issued under the Subscription Agreement between the Company and Co-Investor Capital Partners Pty Ltd ACN 110 402 134 (Co-Investor) dated 22 September 2009.</p> <p>The Convertible Notes were issued under the Convertible Note Deed between the Company and Co-Investor dated 22 September 2009.</p>				
<p>7 Dates of entering *securities into uncertificated holdings or dispatch of certificates</p>	<p>11 November 2009</p>				
<p>8 Number and +class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">143,132,121</td> <td style="text-align: center;">Ordinary fully paid Shares</td> </tr> </tbody> </table>	Number	+Class	143,132,121	Ordinary fully paid Shares
Number	+Class				
143,132,121	Ordinary fully paid Shares				

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	Number	*Class
9	795,000	Options to subscribe for ordinary fully paid shares
	8,000,000	Convertible Notes having a face value of \$1.00 per note
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Placement Shares - rank equally Convertible Notes do not entitle the noteholder to participate in any dividend. Shares issued on conversion of the Convertible Notes or any accrued and unpaid interest on the Convertible Notes rank equally.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	*Class of *securities to which the offer relates	N/A
15	*Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

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19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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32 How do *security holders dispose of their entitlements (except by sale through a broker)?

33 *Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional *securities

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Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which quotation
is sought

40 Do the +securities rank equally in all
respects from the date of allotment with
an existing +class of quoted +securities?

If the additional securities do not rank
equally, please state:

- the date from which they do
- the extent to which they participate
for the next dividend, (in the case of
a trust, distribution) or interest
payment
- the extent to which they do not rank
equally, other than in relation to the
next dividend, distribution or interest
payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of another
security, clearly identify that other
security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Jonathon Meredith-Smith
Company Secretary
12 November 2009

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