

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme D2 Marketing Ltd (formerly known as Commquest Ltd)
ACN/ARSN 95 123 287 025

1. Details of substantial holder

Name Co-Investor Capital Partners Pty Ltd ACN 110 402 134 (CCP) in its capacity as trustee of Co-Investor No 1 Fund;
Co-Investor Capital Partners (NZ) Limited NZN 1637207 (CCPNZ) in its capacity as trustee of Co-Investor No 2 Fund;
CCP in its capacity as trustee of Co-Investor No 3 PIPE Fund.

ACN/ARSN (if applicable) Noted above

There was a change in the interests of the
substantial holder on 09/02/10
The previous notice was given to the company on 13/11/09
The previous notice was dated 11/11/09

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 had a relevant interest 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 | Previous notice | | Present notice | |
|----------------------------|-----------------|--------------|----------------|--------------|
| | Person's votes | Voting power | Person's votes | Voting power |
| Fully paid ordinary shares | 21,410,318 | 15.0% | 389,697,176 | 76.2% |

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 | Consideration given in relation to change | Class and number of securities affected | Person's votes affected |
|----------------|---|--|--|---|-------------------------|
| 09/02/10 | CCP in its capacity as trustee of Co-Investor No 1 Fund | Allotment pursuant to the Convertible Note Deed between the Company and Co-Investor dated 22 September 2009 (and amended 9 February 2010). | 13,714,133 shares were issued following the conversion of 102,856 convertible notes at an issue price of \$0.0075 per share. 1,438,808 shares were issued through the conversion of \$10,791 of interest which had accrued on all of the convertible notes issued during the period from 11 November 2009 to 9 February 2010. | 15,152,941 Ordinary Shares | 15,152,941 |

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| | | | | | |
|----------|--|--|---|-----------------------------|-------------|
| 09/02/10 | CCPNZ in its capacity as trustee of Co-Investor No 2 Fund | Allotment pursuant to the Convertible Note Deed between the Company and Co-Investor dated 22 September 2009 (and amended 9 February 2010). | 1,689,467 shares were issued following the conversion of 12,671 convertible notes at an issue price of \$0.0075 per share. 159,520 shares were issued through the conversion of \$1,329 of interest which had accrued on all of the convertible notes issued during the period from 11 November 2009 to 9 February 2010. | 1,848,987 Ordinary Shares | 1,848,987 |
| 09/02/10 | CCP in its capacity as trustee of Co-Investor No 3 PIPE Fund | Allotment pursuant to the Convertible Note Deed between the Company and Co-Investor dated 22 September 2009 (and amended 9 February 2010). | 317,929,733 shares were issued following the conversion of 2,384,473 convertible notes at an issue price of \$0.0075 per share. 33,355,197 shares were issued through the conversion of \$250,164 of interest which had accrued on all of the convertible notes issued during the period from 11 November 2009 to 9 February 2010. | 351,284,930 Ordinary Shares | 351,284,930 |

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 | Nature of relevant interest | Class and number of securities | Person's votes |
|--|---|--|---|--------------------------------|----------------|
| CCP in its capacity as trustee of Co-Investor No 1 Fund | Co-Investor Capital Partners Pty Limited <Co-Investor No.1 Fund A/C> | N/A | Power to control disposal of securities under section 608(1) of the Corporations Act 2001 (Cthw) (Corporations Act) | 16,033,817 Ordinary Shares | 16,033,817 |
| CCPNZ in its capacity as trustee of Co-Investor No 2 Fund | Co-Investor Capital Partners (NZ) Limited <Co-Investor No.2 Fund A/C> | N/A | Power to control disposal of securities under section 608(1) of the Corporations Act | 1,957,501 Ordinary Shares | 1,957,501 |
| CCP in its capacity as trustee of Co-Investor No 3 PIPE Fund | Co-Investor Capital Partners Pty Limited <Co-InvestorNo3PIPE Fund A/C> | N/A | Power to control disposal of securities under section 608(1) of the Corporations Act | 371,705,858 Ordinary Shares | 371,705,858 |

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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 the persons named in this form are as follows:

| Name | Address |
|---|---|
| Co-Investor Capital Partners Pty Limited | Level 3, 343 George Street, SYDNEY NSW 2000 |
| Co-Investor Capital Partners (NZ) Limited | PO Box 6466 Wellesley Street AUCKLAND NEW ZEALAND |

Signature

print name Roger Croker capacity Company Secretary
 date 11/02/2010

sign here



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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme D2 Marketing Ltd (formerly known as Commquest Ltd)
ACN/ARSN 95 123 287 025

1. Details of substantial holder

Name VBS Investments Pty Limited
ACN/ARSN (if applicable) 079 048 972

There was a change in the interests of the
substantial holder on 09/02/10
The previous notice was given to the company on 13/11/09
The previous notice was dated 11/11/09

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 had a relevant interest 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 | Previous notice | | Present notice | |
|----------------------------|-----------------|--------------|----------------|--------------|
| | Person's votes | Voting power | Person's votes | Voting power |
| Fully paid ordinary shares | 20,420,928 | 14.3% | 371,705,858 | 72.7% |

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 | Consideration given in relation to change | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 09/02/10 | VBS Investments Pty Limited | Allotment pursuant to the Convertible Note Deed between the Company and Co-Investor dated 22 September 2009 (and amended 9 February 2010). | 317,929,733 shares were issued following the conversion of 2,384,473 convertible notes at an issue price of \$0.0075 per share. 33,355,197 shares were issued through the conversion of \$250,164 of interest which had accrued on all of the convertible notes issued during the period from 11 November 2009 to 9 February 2010. | 351,284,930 Ordinary Shares | 351,284,930 |

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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 | Nature of relevant interest | Class and number of securities | Person's votes |
|-----------------------------|---|--|---|--------------------------------|----------------|
| VBS Investments Pty Limited | Co-Investor Capital Partners Pty Limited <Co-InvestorNo3PIPE Fund A/C> | N/A | Taken under section 608(3)(a) of the Corporations Act 2001 to have a relevant interest by reason of having voting power above 20% in Co-Investor No 3 PIPE Fund | 371,705,858 Ordinary Shares | 371,705,858 |

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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 the persons named in this form are as follows:

| Name | Address |
|--|---|
| VBS Investments Pty Limited | Level 18, Como Office Tower, 644 Chapel Street SOUTH YARRA VIC 3141 |
| Co-Investor Capital Partners Pty Limited | Level 3 343 George Street SYDNEY NSW 2000 |

Signature

print name David Leeton

capacity

SECRETARY

sign here

date

11/2/2010

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