

ASX / MEDIA RELEASE

16 MARCH 2010

D2 MARKETING LTD
ACN 123 287 025 (d2 or COMPANY)

SETTLEMENT OF LCW CLAIM AND APPENDIX 3B

On 24 December 2009, the Company advised the market that it had reached a settlement with funds managed by Lazard Carnegie Wylie (**LCW Funds**).

Pursuant to the Deed of Release dated 24 December 2009 between the Company and the LCW Funds, the Company wishes to advise that it has today finalised the settlement through:

- the issue of 50,000,000 fully paid ordinary shares at an issue price of \$0.006 per share; and
- a cash payment of \$0.3 million.

An Appendix 3B in relation to the above share issue is attached to this announcement.

For further information, please contact:

Jonathon Meredith-Smith
Chief Financial Officer
D2 Marketing Ltd
T: +61 (0)3 8612 6888

About D2 Marketing Ltd

d2 Marketing is a holding company for a group of Digital and Direct marketing companies.

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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 (Company)

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 |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | 50,000,000 |
| 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) | Same as those for existing ordinary fully paid shares however the securities will be subject to a 3 year escrow period (Escrow Arrangement). One third of the securities will be released from escrow on 16 March 2011, a further third will be released on 16 March 2012 and the final third will be released on 16 March 2013. The Escrow Arrangement does not prevent a person to whom the securities were issued from encumbering the securities, allowing the securities to be acquired under a scheme of arrangement, takeover or other reorganisation of capital of the Company or transferring any securities to comply with any disposal required by law or court order. |

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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>Yes</p>						
<p>5 Issue price or consideration</p>	<p>\$0.006 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 shares were issued to funds managed by Lazard Carnegie Wylie Investment Management Pty Ltd (LCW Funds) pursuant to the Deed of Release dated 24 December 2009 between the Company and the LCW Funds.</p>						
<p>7 Dates of entering *securities into uncertificated holdings or dispatch of certificates</p>	<p>16 March 2010</p>						
<p>8 Number and *class of all *securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1187 1069 1232">Number</th> <th data-bbox="1069 1187 1361 1232">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1232 1069 1422">561,418,979</td> <td data-bbox="1069 1232 1361 1422">Ordinary fully paid Shares</td> </tr> </tbody> </table>	Number	*Class	561,418,979	Ordinary fully paid Shares		
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<p>9 Number and *class of all *securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1456 1069 1500">Number</th> <th data-bbox="1069 1456 1361 1500">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1500 1069 1635">795,000</td> <td data-bbox="1069 1500 1361 1635">Options to subscribe for ordinary fully paid shares</td> </tr> <tr> <td data-bbox="766 1635 1069 1758">5,500,000</td> <td data-bbox="1069 1635 1361 1758">Convertible Notes having a face value of \$1.00 per note</td> </tr> </tbody> </table>	Number	*Class	795,000	Options to subscribe for ordinary fully paid shares	5,500,000	Convertible Notes having a face value of \$1.00 per note
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<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Rank equally</p>						

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
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
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

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

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

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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)

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

Number	*Class

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
16 March 2010

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