

EZA CORPORATION LIMITED

2 December 2014

Mr Adam Russo
ASX Compliance Pty Limited
Level 40, Central Park
152 – 158 St Georges Terrace
Perth WA 6000

By Email: adam.russo@asx.com.au

Dear Mr Russo

EZA Corporation Limited ("Company")

We refer to your letter dated 26 November 2014.

With reference to the questions in your letter, the Company responds as follows:

- 1. What steps has the Company taken, or what does it propose to take, so that it is in compliance with the requirements of listing rule 12.1? In this regard please confirm what projects the Company will be investing in or using its cash assets on, the amounts to be spent on each of the projects and the timeframe for the expenditure.*

In its notice of annual general meeting dated 13 October 2014, the Company advised that following completion under the share and asset sale agreement with DirectCash Payments Inc. (**Completion**) it would "investigate opportunities primarily in the technology sector and, in particular, the electronic payments space (excluding ATMs)". In an ASX announcement dated 31 October 2014, the Company confirmed that, following Completion, "[t]he focus of the Company is now on generating and evaluating new business opportunities outside of the ATM market."

The Company continues to actively seek and review a range of projects for possible investment by the Company. It is premature for any detail to be provided in respect of those projects being evaluated and the necessary expenditure associated with them.

- 2. Please provide details of the date when the Company expects it will be in compliance with listing rule 12.1.*

It is difficult for the Company to provide precise timeframes on potential acquisitions and/or investments. However, the Company believes that the six month period ending 26 May 2015 provides an achievable timeframe for the Company to comply with Listing Rule 12.1.

EZA Corporation Limited
39 Clifton Street, Nedlands WA 6009
Phone: (08) 9389 6032
Fax: (08) 9389 8226

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The Company confirms that it is in compliance with Listing Rule 3.1 and that it is aware of the requirements of Listing Rule 11.1. The Company will continue to meet its obligations to keep the ASX and the market informed as appropriate.

Please do not hesitate to contact me if you have any queries or wish to discuss this matter further.

Yours sincerely
On behalf of the Board



Tracey Lodge
Company Secretary



ASX Compliance Pty Limited
ABN 26 087 780 489
Level 40 Central Park
152 – 158 St Georges Terrace
PERTH WA 6000

GPO Box D187
PERTH WA 6840

Telephone 61 8 9224 0000
Facsimile 61 8 9221 2020

www.asx.com.au

26 November 2014

Tracey Lodge
Company Secretary
EZA Corporation Limited

By email: tlodge@ezacorp.com.au

Dear Tracey

EZA Corporation Limited ("Company")

I refer to the following:

1. The Company's announcement titled "Ezeatm - Sale of ATM Business and ATM Assets" released to ASX on 18 September 2014 and noting in particular:

"Ezeatm Limited (ASX:EZA) (Ezeatm) is pleased to announce that it has signed a share and asset sale agreement (Sale Agreement) with DirectCash Payments Inc. (DC). The Sale is subject to a number of conditions, including approval by Ezeatm shareholders ... Completion of the sale will result in the transfer of the shares in Ezeatm Services Pty Ltd (Ezeatm Services), Ezeatm's main operating subsidiary, and the the ATM business assets and contracts of Ezeatm, to DC Australasia Pty Ltd (DC Australasia), DC's main operating subsidiary in Australia."

2. The Company's Notice of General Meeting released to ASX Limited ("ASX") on 26 September 2014 which stated the following:

"upon Completion of the Sale, the Company's only assets will be cash, and it may be subject to additional Listing Rule requirements ... the Company will no longer have a main business undertaking"

3. The Company's announcement titled "Sale Completion and Appendix 3F" released to ASX on 31 October 2014 and noting in particular:

"Ezeatm Limited (Company) is pleased to announce that the sale of its ATM business, to a subsidiary of TSX-listed DirectCash Payments Inc. (DC), has completed today in accordance with the terms of the sale agreement dated 18 September 2014 (Sale Agreement)"

On the basis of the above information, it appears to ASX that the Company may have little to no activities at present, and that the Company may not have a sufficient level of operations to comply with listing rule 12.1.

Listing rule 12.1

ASX Listing Rule 12.1 provides that the level of an entity's operations must, in ASX's opinion, be sufficient to warrant the continued quotation of the entity's securities and its continued listing.

In light of the above, please respond to each of the following:

1. What steps has the Company taken, or what does it propose to take, so that it is in compliance with the requirements of listing rule 12.1? In this regard please confirm what projects the Company will be investing or using its cash assets on, the amounts to be spent on each of those projects and the timeframe for the expenditure.
2. Please provide details of the date when the Company expects it will be in compliance with listing rule 12.1

Please note ASX will afford the Company a period of six months from the date of this letter to demonstrate to the ASX that it is compliant with listing rule 12.1. If the Company does not demonstrate compliance with this rule to the satisfaction of ASX by 26 May 2015, ASX may suspend the Company's securities from official quotation.

Listing rule 11.1

Please be advised that if the Company proposes to enter into any transaction it must consult with the ASX so that it may consider the application of listing rule 11.1, in particular, listing rule 11.1.3. The Company is advised that ASX may apply escrow to securities where funds raised from the issue are used for a transaction to which listing rule 11.1.3 applies.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in the rule.

In responding to this letter you should consult listing rule 3.1 and the guidance note titled "Continuous disclosure: listing rule 3.1".

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

Response

Under listing rule 18.7A, a copy of this query and the Company's response may be released to the market, so the response should be in a suitable form and separately address each of the questions asked.

The Company's response should be sent to me via email to adam.russo@asx.com.au. It should not be sent to the Market Announcements Office.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than **9.00am WST on Wednesday, 3 December 2014**.

If you have any queries please let me know.

Yours sincerely,

[sent electronically without signature]

Adam Russo
Adviser, Listings Compliance (Perth)