

EZA CORPORATION LIMITED

19 November 2014

ASX Limited Company Announcements Platform

EZA Corporation Limited (**Company**) wishes to advise that Mr Robert Kelly has resigned as a non-executive director of the Company.

The Company is pleased to announce the appointment of Mr Brett Montgomery as a non-executive director of the Company. Biographical details in relation to Mr Montgomery are set out below.

Withdrawal of Resolution and Additional Resolutions for AGM

Article 7.3(a) of the Company's Constitution (**Constitution**) requires that at least one-third of the directors must retire at each annual general meeting (**AGM**). It was originally proposed that Mr Kelly would retire in accordance with article 7.3(a) of the Constitution and offer himself for re-election in accordance with article 7.3(d) of the Constitution.

However, as a result of Mr Kelly's resignation, Resolution 2 of the notice of AGM (**Notice of AGM**), which sought Mr Kelly's re-election at the AGM, has been withdrawn. To enable the Company to comply with article 7.3(a) of its Constitution, Mr Mark Jones, Non-Executive Chairman will retire and, being eligible, will offer himself for re-election as a director.

Because Mr Kelly's resignation occurred after the Notice of AGM was dispatched, Mr Jones' retirement and offer for re-election was not able to be dealt with in the Notice of AGM. Section 250R(1)(b) of the Corporations Act 2001 (*Cth*) (**Corporations Act**) provides that the business of an AGM may include the election of directors even if not referred to in the notice of meeting.

Accordingly, an additional Resolution 4, relating to the re-election of Mr Jones will be put to shareholders of the Company at the AGM as an item of general business.

Resolution 4 to be put to the meeting is as follows:

To consider and, if thought fit, pass as an ordinary resolution with or without amendment the following:

"That pursuant to and in accordance with article 7.3(a) of the Constitution, Mr Mark Jones a director retires and, being eligible, is re-elected as a director of the Company."

The Board considers that there is not sufficient time for the Company to issue an addendum to the Notice of AGM to include the new Resolution 4. However, the Board provides the following information to shareholders with respect to Resolution 4.

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Resolution 4 – Re-election of Mr Mark Jones

Mr Jones was appointed as a director on 27 May 2011. Pursuant to article 7.3(a) of the Constitution, at least one-third of the directors must retire at each AGM. Being eligible in accordance with article 7.3(d) of the Constitution, Mr Jones offers himself for re-election.

Biography

Mr Mark Jones

Mr Jones is a non-executive director (Private Clients) of Patersons Securities Limited, one of the largest stock broking firms in Australia. He has been instrumental in raising capital for many companies from IPO to production and brings over 20 years of business and stock market experience to the Board. Mr Jones is currently the Managing Director of Oakajee Corporation Limited (ASX:OKJ).

Directors' Recommendation

Other than Mr Jones, who has a material personal interest in the outcome of Resolution 4, the directors unanimously recommend that shareholders vote in favour of Resolution 4.

As noted above, Mr Brett Montgomery was appointed as a director on 19 November 2014. Pursuant to ASX Listing Rule 14.4 and article 7.3(f) of the Constitution, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office past the next AGM without being re-elected.

The appointment of Mr Montgomery occurred after the dispatch of the Notice of AGM. Accordingly, Mr Montgomery's retirement and offer for election were not able to be dealt with in the Notice of AGM. As stated above, section 250R(1)(b) of the Corporations Act provides that the business of an AGM may include the election of directors even if not referred to in the notice of meeting.

Accordingly, an additional Resolution 5, relating to the election of Mr Montgomery will be put to shareholders of the Company at the AGM as an item of general business.

Resolution 5 to be put to the meeting is as follows:

To consider and, if thought fit, pass as an ordinary resolution with or without amendment the following:

"That Mr Brett Montgomery, who retires in accordance with article 7.3(f) of the Constitution and, being eligible, offers himself for election, is elected as a director of the Company."

The Board considers that there is not sufficient time for the Company to issue an addendum to the Notice of AGM to include the new Resolution 5. However, the Board provides the following information to shareholders with respect to Resolution 5.

EZA CORPORATION LIMITED

Resolution 5 – Election of Mr Brett Montgomery

Background

Mr Montgomery was appointed to the Board as a non-executive director on 19 November 2014. Pursuant to article 7.3(f) of the Constitution, as an appointee, Mr Montgomery must retire from office at the AGM and is eligible for election. Being eligible, Mr Montgomery offers himself for election at the AGM.

Biography

Mr Brett Montgomery

Mr Brett Montgomery has extensive experience in the management of publicly listed mining companies having previously been the Managing Director of Kalimantan Gold NL, a Director of Grants Patch Mining Limited and Chairman and Joint Managing Director of Eurogold Limited. Mr Montgomery was appointed a Non-Executive Director of Magnum Gas and Power Limited (ASX:MPE) on 9 October 2008. He was appointed a Non-Executive Director of Tanami Gold NL (ASX:TAM) on 6 February 2013 and Non-Executive Director of Eurogold Limited (ASX:EUG) on 17 November 2014.

Directors' Recommendation

Other than Mr Montgomery, who has a material personal interest in the outcome of Resolution 5, the directors unanimously recommend that shareholders vote in favour of Resolution 5.

Voting and Proxies

An updated proxy form is attached to this announcement.

Shareholders may vote on Resolutions 4 and 5 by attending the AGM in person and voting, or by submitting a proxy vote. Shareholders who wish to submit a vote in relation to Resolution 4 and/or 5 may do so by submitting the attached updated proxy form.

All proxy forms must be received by the Company by no later than 10:00am (Perth time) on Wednesday, 26 November 2014 either by post or by facsimile as follows:

Postal address: PO Box 1156, Nedlands WA 6909

Facsimile: (08) 9262 3723 if faxed from within Australia or +618 9262 3723 if faxed from outside Australia.

The inclusion of Resolutions 4 and 5 do not affect the validity of the proxy form attached to the Notice of AGM or any proxy votes made or received pursuant to that proxy form.

Contact Details:

Doug Rose
Managing Director
+61 (0)409 465 511

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

EZA Corporation Limited
ACN 151 155 734
(formerly 'Ezeatm Limited')

PROXY FORM

The Company Secretary
EZA Corporation Limited
C/O Advanced Share Registry

By delivery:
110 Stirling Highway
Nedlands WA 6009

By post:
PO Box 1156
Nedlands WA 6909

By facsimile:
+618 9262 3723

Name of
Shareholder:

Address of Shareholder:

Number of Shares entitled
to vote:

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

**The Chairman (mark
box)**

☐

OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at CWA House, 1174 Hay Street, West Perth, Western Australia on Friday 28 November 2014 at 10:00am (WST), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for Resolution 1).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairman is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of all Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Director – Mr Robert Kelly - WITHDRAWN	WITHDRAWN	WITHDRAWN	WITHDRAWN
Resolution 3	Approval of issue of Shares to Mr Douglas Rose			
Resolution 4	Re-election of Director – Mr Mark Jones			
Resolution 5	Election of Director – Mr Brett Montgomery			

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Authorised signature/s
implemented.

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

The Chairman intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Annual General Meeting (WST).

Postal address: PO Box 1156, Nedlands WA 6909

Facsimile: (08) 9262 3723 if faxed from within Australia or +618 9262 3723 if faxed from outside Australia.

Appendix 3X

Initial Director's Interest Notice

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 30/9/2001.

Name of entity EZA Corporation Limited
ABN 59 151 155 734

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Brett Montgomery
Date of appointment	19 November 2014

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
Nil	

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

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 30/9/2001.

Name of entity EZA Corporation Limited
ABN 59 151 155 734

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Robert Kelly
Date of last notice	14 October 2013
Date that director ceased to be director	19 November 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities

Part 3 – Director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.