NOTICE OF CHANGE IN CORPORATE STRUCTURE

(PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102 – *CONTINUOUS DISCLOSURE OBLIGATIONS*)

1. Names of Parties to the Transaction

- DirectCash Payments Inc. ("**DirectCash**")
- Cardtronics Holdings Limited ("**Cardtronics**")
- 1999162 Alberta ULC ("**AcquisitionCo**")

2. Description of the Transaction

On January 6, 2017, DirectCash, Cardtronics, AcquisitionCo (an indirect, wholly-owned subsidiary of Cardtronics) and the holders (the "**Shareholders**") of common shares in the capital of DirectCash ("**Common Shares**") completed a plan of arrangement (the "**Arrangement**") pursuant to Section 193 of the *Business Corporations Act* (Alberta) (the "**ABCA**") whereby AcquisitionCo acquired all of the issued and outstanding Common Shares for cash consideration of $19.00 per Common Share in accordance with the terms of the arrangement agreement dated October 3, 2016 between DirectCash and Cardtronics, as amended by the joinder agreement dated October 24, 2016 among DirectCash, Cardtronics and AcquisitionCo. In connection with the Arrangement, DirectCash amalgamated with AcquisitionCo and continued as DirectCash Payments ULC ("**Amalco**") on January 6, 2017.

A special meeting of Shareholders was held on December 2, 2016 to approve the Arrangement, at which DirectCash received the requisite approval of the Shareholders. DirectCash also received approval of the Court of Queen's Bench of Alberta on December 7, 2016. Articles of Arrangement in respect of the Arrangement were filed pursuant to the ABCA on January 6, 2017.

The Common Shares are expected to be delisted from the Toronto Stock Exchange effective as of the close of trading on or about January 9, 2017.

Additional information in respect of the Arrangement is contained in the management information circular of DirectCash October 27, 2016, a copy of which has been filed on SEDAR under DirectCash's profile at www.sedar.com.

3. Effective Date of Transaction

January 6, 2017

4. Name of Each Party that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Prior to the consummation of the Arrangement, DirectCash was a reporting issuer in each of the provinces of Canada. In connection with the Arrangement, DirectCash amalgamated with

AcquisitionCo and continued as Amalco. Amalco continues to be a reporting issuer in each of the provinces of Canada but will apply to cease to be a reporting issuer with the applicable securities regulatory authorities.

5. Date of the Reporting Issuer's First Financial Year-End after the Transaction

Not applicable.

6. Periods of the Interim Financial Reports and the Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

Not applicable.

7. Documents Filed under National Instrument 51-102 – *Continuous Disclosure Obligations* that described the Transaction and where those Documents can be found in Electronic Format

Not applicable.

8. Date of Report

January 6, 2017.