

NOTICE OF CHANGE IN CORPORATE STRUCTURE

(Pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*)

1. Names of the parties to the transaction:

CTF Technologies Inc. (“**CTF**”)
FleetCor Luxembourg Holding 2 S.A.R.L. (“**FleetCor**”)
FTC Cards Inc. (“**FTC Cards**”)

2. Description of the transaction:

Pursuant to and on the terms and subject to the conditions set out in the arrangement agreement dated April 27, 2012 (the “**Arrangement Agreement**”) between FleetCor, CTF, and FleetCor Technologies Inc., a court approved statutory plan of arrangement (the “**Arrangement**”) under Part 9, Division 5 of the *Business Corporations Act* (British Columbia) was completed pursuant to which FTC Cards became a reporting issuer in British Columbia and Alberta. Under the Arrangement, FleetCor acquired all of the issued and outstanding common shares of CTF in exchange for an aggregate purchase price of US\$180 million (the “**Purchase Price**”), subject to adjustment for debt. Each shareholder of CTF has received or is entitled to receive, in exchange for each CTF share previously held by them, their pro rata share of the Purchase Price payable to shareholders and one share of FTC Cards.

3. Effective date of the transaction:

July 3, 2012

4. Names of each party, if any that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity:

As a result of the Arrangement, FTC Cards became a reporting issuer in British Columbia and Alberta.

As of the date hereof, CTF continues to be a reporting issuer in British Columbia and Alberta. However, pursuant to the Arrangement which became effective on July 3, 2012, CTF became a wholly-owned subsidiary of FleetCor. FTC Cards understands that FleetCor intends to apply to the applicable Canadian securities regulators to have CTF cease to be a reporting issuer.

5. Date of the reporting issuer’s first financial year-end subsequent to the transaction:

December 31, 2012.

6. The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction:

- Unaudited interim financial statements as at and for the six month period ended June 30, 2012.
- Unaudited interim financial statements as at and for the nine month period ended September 30, 2012.
- Audited annual financial statements as at and for the year ended December 31, 2012.

7. Documents filed under National Instrument 51-102 that describe the transaction:

Details of the Arrangement can be found in the following documents:

- i) the Arrangement Agreement;
- ii) the press release of CTF dated May 1, 2012;
- iii) the management information circular of CTF dated May 28, 2012; and
- iv) the press release of FTC Cards dated July 4, 2012,

each of which has been electronically filed with the Canadian Securities regulators and is available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under CTF Technologies' profile and/or FTC Cards' profile, as applicable.

8. Date of Report

July 11, 2012.