



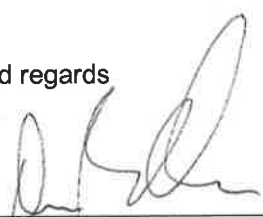
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

To whom it may concern

Smartgroup Corporation Ltd – Rule 1.2.5A of the Listing Rules

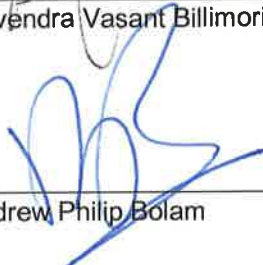
We, being all the directors of Smartgroup Corporation Ltd (**Company**) confirm that we have made enquiries and that nothing has come to our attention to suggest that the Company is not continuing to earn profit from continuing operations up to 16 June 2014, being the date the Company's ASX Listing Application.

Kind regards



Devendra Vasant Billimoria

Michael Carapiet

Gavin Terence Bell

Andrew Philip Bolam

John Patrick Prendiville

13 JUNE 2014
Dated

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