

THE NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS AND MANAGEMENT INFORMATION CIRCULAR OF BANXA HOLDINGS INC. (THE “COMPANY”), EACH OF WHICH IS DATED JANUARY 30, 2025 AND IS AVAILABLE ON SEDAR+ (WWW.SEDARPLUS.CA) UNDER THE COMPANY’S PROFILE, AND THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. IF YOU HAVE ANY QUESTIONS OR REQUIRE MORE INFORMATION WITH REGARDS TO THE PROCEDURES FOR COMPLETING, EXECUTING AND RETURNING THIS LETTER OF TRANSMITTAL, PLEASE CONTACT THE DEPOSITARY, TSX TRUST COMPANY, BY TELEPHONE AT 1-866-600-5869 (NORTH AMERICA) OR 1-416-342-1091 (INTERNATIONAL) OR BY EMAIL AT TSXTIS@TMX.COM.

THIS LETTER OF TRANSMITTAL IS FOR USE ONLY BY REGISTERED SHAREHOLDERS OF THE COMPANY WHO WILL BE RECEIVING CASH UNDER THE ARRANGEMENT AND IS NOT TO BE USED BY NON-REGISTERED SHAREHOLDERS OR CONTINUING SHAREHOLDERS IN RESPECT OF THEIR EXCLUDED SHARES.

A NON-REGISTERED SHAREHOLDER IS A SHAREHOLDER WHOSE COMMON SHARES ARE REGISTERED IN THE NAME OF AN INTERMEDIARY (SUCH AS A BROKER, INVESTMENT DEALER, BANK, TRUST COMPANY OR OTHER INTERMEDIARY). NON-REGISTERED SHAREHOLDERS SHOULD NOT USE THIS LETTER OF TRANSMITTAL, BUT RATHER, SHOULD CONTACT THE APPLICABLE INTERMEDIARY FOR INSTRUCTIONS AND ASSISTANCE IN DEPOSITING THOSE COMMON SHARES IN ACCORDANCE WITH THE TERMS OF THE ARRANGEMENT.

IF YOU ARE A CONTINUING SHAREHOLDER WHO IS ALSO A REGISTERED SHAREHOLDER, YOU SHOULD COMPLETE THIS LETTER OF TRANSMITTAL ONLY IN RESPECT OF YOUR NON-EXCLUDED SHARES (IF ANY) AND NOT IN RESPECT OF YOUR EXCLUDED SHARES.

YOU MUST COMPLETE THIS LETTER OF TRANSMITTAL IF YOU WISH TO RECEIVE PAYMENT OF THE CONSIDERATION. TO BE EFFECTIVE, THIS LETTER OF TRANSMITTAL MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY. IT IS IMPORTANT THAT YOU VALIDLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL ON A TIMELY BASIS IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN.



LETTER OF TRANSMITTAL

FOR REGISTERED HOLDERS OF COMMON SHARES OF

BANXA HOLDINGS INC.

This Letter of Transmittal is for use by registered holders (“**Shareholders**”) of common shares (the “**Shares**”) of Banxa Holdings Inc. (“**Company**”) in connection with the proposed plan of arrangement (the “**Arrangement**”) involving the acquisition of all of the outstanding Shares by 1493819 B.C. Ltd. (“**Purchaser**”), which is to be considered at the special meeting of securityholders of the Company to be held on February 25, 2025 (together with any adjournment(s) or postponement(s) thereof, the “**Meeting**”).

Shareholders are referred to the Notice of Special Meeting and Management Information Circular (the “**Circular**”) dated January 30, 2025, prepared in connection with the Meeting that accompanies this Letter of Transmittal. The terms and conditions of the Arrangement are incorporated by reference in this Letter of Transmittal and capitalized terms used but not defined in this Letter of Transmittal that are defined in the Circular have the meaning set out in the Circular. You are encouraged to carefully review the Circular in its entirety. A copy of the Arrangement Agreement in respect of the Arrangement and the Circular are also

available on SEDAR+ (www.sedarplus.ca) under the Company's profile. All dollar amounts set forth in this Letter of Transmittal are in Canadian dollars.

The Arrangement is subject to a number of closing conditions, some of which are beyond the Company's and/or the Purchaser's control and, as a result, there can be no assurance that the Arrangement will be completed, nor can the exact timing of the implementation of the Arrangement be predicted with certainty. If the Arrangement is implemented, then on the Effective Date, all right, title and interest of the Shareholders (other than Dissenting Shareholders and the Continuing Shareholders) in the Shares will be transferred to Purchaser and the Shareholders (other than Dissenting Shareholders and the Continuing Shareholders) will be entitled to receive, in exchange for each Share, \$1.00 in cash payable in Canadian dollars (the "Consideration"), without interest. Subject to the approval of the Arrangement by the Company's securityholders, and certain other conditions described in the Circular, the Effective Date is anticipated to be shortly after the Meeting. See the Circular for details.

In order for Shareholders to receive the Consideration for their Shares, this Letter of Transmittal, properly completed and duly executed, together with any other documents as may be required by TSX Trust Company (the "Depository"), must accompany all Share certificates deposited under the Arrangement. If the Shares are represented by a direct registration system statement (a "DRS Statement"), Registered Shareholders do not need to deliver such DRS Statement with the Letter of Transmittal and other documents required to be delivered by it. Such materials should be delivered in person or by courier or sent by registered mail to the address set forth under Item 1 in the heading "Instructions". Delivery of this Letter of Transmittal to an address other than as set forth therein will not constitute a valid delivery. If Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different registered shareholder.

A Shareholder may withdraw his, her or its Letter of Transmittal by written notice to the Depository at any time prior to the Effective Date, provided that such written notice is received by the Depository prior to the Effective Date.

PLEASE CAREFULLY READ THE CIRCULAR AND THE INSTRUCTIONS SET OUT BELOW BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.

Shareholders who do not forward to the Depository a properly completed and duly executed Letter of Transmittal, together with any certificate(s) representing their Shares and any other required documents, will not receive the Consideration to which they are otherwise entitled pursuant to the Arrangement until deposit of such materials is made. Under no circumstances will interest on the payment of the Consideration in respect of the deposited Shares accrue or be paid to Shareholders, regardless of any delay in making such payment, and the undersigned represents and warrants that the payment of the Consideration in respect of the deposited Shares will completely discharge any obligations of the Purchaser, the Company and the Depository with respect to the matters contemplated by this Letter of Transmittal. The Depository will act as the agent of only those persons who have validly deposited Shares pursuant to the Arrangement for the purpose of receiving and transmitting the Consideration to such persons, and receipt of the Consideration by the Depository will be deemed to constitute receipt of payment by persons depositing Shares.

If you are a U.S. Shareholder (as defined below in Box D), you must complete and deliver with this Letter of Transmittal the attached IRS Form W-9, or the applicable IRS Form W-8. See Instruction #8.

Please note that the delivery of this Letter of Transmittal, together with your Share certificate(s), does not constitute a vote in favor of the Arrangement. To exercise your right to vote at the Meeting you must attend the Meeting in person or complete and return the form of proxy that accompanied the Circular to the TSX Trust Company, who is also the Company's transfer agent and registrar, all in accordance with the instructions set forth in the Circular.

At the Effective Time, whether or not registered Shareholders deliver this Letter of Transmittal, the original certificate(s) representing Shares and all other required documentation to the Depository, registered Shareholders will cease to be holders of Shares (other than Excluded Shares (if applicable)) and the original

certificate(s), or book entry positions, representing the Shares (other than Excluded Shares (if applicable)) shall represent only, as applicable, (a) the right to receive the aggregate Consideration in respect of such Shares as required under the Arrangement, less any amounts withheld as provided under the Arrangement Agreement or the Plan of Arrangement, or (b) in the case of registered holders of Shares who properly exercise Dissent Rights, the right to receive fair value for their Shares, as modified by the Plan of Arrangement, the Interim Order and the Final Order.

[Remainder of page intentionally left blank.]

DIRECTION

TO: TSX TRUST COMPANY at the address set out herein

AND TO: BANXA HOLDINGS INC.

AND TO: 1493819 B.C. LTD.

The undersigned certifies that the undersigned has read the instructions set out herein before completing and executing this Letter of Transmittal. In connection with the Arrangement being considered for approval at the Meeting, the undersigned hereby deposits with the Depository in connection with the Arrangement, the following Shares: *(Please print or type)*

CERTIFICATE NUMBER(S) AND/OR DRS HOLDER ACCOUNT NUMBER(S) ⁽¹⁾	NUMBER OF SHARES	NAME AND ADDRESS OF REGISTERED HOLDER(S) <i>(Please fill in exactly as names appear(s) on certificate(s) or DRS Advice(s))</i>
TOTAL:		

(If space is insufficient, please attach a separate schedule to this Letter of Transmittal.)

Notes:

- (1) A certificate number does not need to be provided if the Shares are represented by DRS Statement(s). The direct registration system ("DRS") is a system that allows Shares to be held in book-entry form without having a physical certificate issued as evidence of ownership. Instead, Shares are held and registered electronically in the record systems of an issuer's transfer agent, which can be confirmed in the DRS Statement(s).
- (2) The total of the numbers filled in above must equal the total number of Shares represented by the Share certificate(s) enclosed with this Letter of Transmittal and/or the Shares represented by the DRS Advice(s), if applicable, pertaining to this Letter of Transmittal, in each case excluding any Excluded Shares.

CURRENCY OF PAYMENT
(see item 5(h) of the Instructions)

I wish to receive payment of Consideration in U.S. dollars.

By electing to receive payment in U.S. dollars instead of Canadian dollars, the undersigned acknowledges and agrees that (a) the exchange rate used to convert the payment(s) from Canadian dollars to U.S. dollars will be the rate established by TSX Trust Company, in its capacity as foreign exchange service provider to the Company, on the date that the funds are converted; which rates will be based on the prevailing market rates on such date; (b) the risks associated with the currency conversion from Canadian dollars to U.S. dollars, including risks relating to change in rates, the timing of exchange or the selection of a rate for exchange, and all costs incurred with the currency conversion will be borne by the undersigned and neither the Company nor TSX Trust Company nor any of their respective affiliates are responsible for any such matters; and (c) TSX Trust Company may earn a commercially reasonable spread between its exchange rate and the rate used by any counterparty from which it purchases the elected currency.

Please forward the cheque for the applicable consideration payable under the Arrangement for the Shares represented by the above certificate(s) and/or DRS holder account(s), if applicable, as follows:

Name (please print)

Address			
City	Province/State	Country	Postal/Zip Code
Telephone (Office) ()	(Home) ()	Social Insurance (Security) Number	Tax Identification Number*

* U.S. residents/citizens must provide their Tax Identification Number.

RESIDENCY DECLARATION
<p>ALL SHAREHOLDERS OF BANXA HOLDINGS INC. ARE REQUIRED TO COMPLETE A RESIDENCY DECLARATION. FAILURE TO COMPLETE A RESIDENCY DECLARATION MAY RESULT IN A DELAY IN YOUR PAYMENT.</p> <p>The undersigned represents that:</p> <ul style="list-style-type: none"><input type="checkbox"/> The beneficial owner of the Shares deposited herewith is a resident of Canada for the application of the Tax Act.<input type="checkbox"/> The beneficial owner of the Shares deposited herewith is a U.S. Securityholder.<input type="checkbox"/> The beneficial owner of the Shares deposited herewith is not a U.S. Securityholder.
<p>A “U.S. Securityholder” is any securityholder who is either (i) providing an address above that is located within the United States or any territory or possession thereof, or (ii) a “U.S. person” for United States federal income tax purposes as defined in Instruction 7 below. If you are a U.S person or acting on behalf of a U.S. person, then in order to avoid backup withholding of U.S federal income tax you must provide a complete U.S. Internal Revenue Service (“IRS”) Form W-9 (enclosed) or otherwise provide certification that the U.S. person is exempt from backup withholding, as provided in Instruction 7 below. If you are not a U.S. Securityholder as defined in (ii) above, but you provide an address that is located within the United States, you must complete an appropriate Form W-8, a copy of which is available from the Company upon request.</p>

WIRE PAYMENT*

****PLEASE NOTE THAT THERE IS A \$100.00 BANKING FEE ON WIRE PAYMENTS. ALTERNATIVELY, CHEQUE PAYMENTS ARE ISSUED AT NO ADDITIONAL COST.**

***IF WIRE DETAILS ARE INCORRECT OR INCOMPLETE, TSX TRUST COMPANY WILL ATTEMPT TO CONTACT YOU AND CORRECT THE ISSUE. HOWEVER, IF WE CANNOT CORRECT THE ISSUE PROMPTLY, A CHEQUE WILL BE AUTOMATICALLY ISSUED AND MAILED TO THE ADDRESS ON RECORD. NO FEES WILL BE CHARGED.**

Please provide email address and phone number in the event that we need to contact you for corrective measures.

EMAIL ADDRESS: _____

PHONE NUMBER: _____

**** Beneficiary Name(s) that appears on the account at your financial institution – this MUST be the same name and address that your Shares are registered to**

**** Beneficiary Address (Note: PO Boxes will not be accepted)**

****Province/State**

****Postal Code/Zip Code**

**** Beneficiary Bank/Financial Institution**

****Bank Address**

***City**

****Province/State**

****Postal Code/Zip Code**

PLEASE ONLY COMPLETE THE APPLICABLE BOXES BELOW, AS PROVIDED BY YOUR FINANCIAL INSTITUTION. YOU ARE NOT REQUIRED TO COMPLETE ALL BOXES

****Bank Account No.**

**Bank No. & Transit No.
(Canadian Banks)**

ABA/Routing No. (US BANKS)

Additional Notes and Special Routing Instructions

****Mandatory Fields**

* U.S. residents/citizens must provide their Tax Identification Number.

Date

Signature of Shareholder or authorized representative

Name of authorized representative (please print)

Signature of any joint holder

Name of joint holder (please print)

Signature Guaranteed By: (if required under Instruction 3 set out below)

Authorized signature

Name of guarantor (please print)

FORM W-9
(As attached.)

TO BE COMPLETED ONLY BY SHAREHOLDERS THAT ARE U.S. HOLDERS OF SHARES

Note: Please review carefully Instruction 7 below regarding backup withholding before completing the following information.

Please visit the IRS website at <http://www.irs.gov/instructions/iw9/index.html> for instructions on completing this form.

Request for Taxpayer Identification Number and Certification

Go to www.irs.gov/FormW9 for instructions and the latest information.

**Give form to the
 requester. Do not
 send to the IRS.**

Before you begin. For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See Specific Instructions on page 3.	1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)	
	2 Business name/disregarded entity name, if different from above.	
	3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only one of the following seven boxes.	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
	<input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C corporation <input type="checkbox"/> S corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) Note: Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) _____	Exempt payee code (if any) _____ Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____
	3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions <input type="checkbox"/>	
	5 Address (number, street, and apt. or suite no.). See instructions.	Requester's name and address (optional)
	6 City, state, and ZIP code	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

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Note: If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person	Date
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

What's New

Line 3a has been modified to clarify how a disregarded entity completes this line. An LLC that is a disregarded entity should check the appropriate box for the tax classification of its owner. Otherwise, it should check the "LLC" box and enter its appropriate tax classification.

New line 3b has been added to this form. A flow-through entity is required to complete this line to indicate that it has direct or indirect foreign partners, owners, or beneficiaries when it provides the Form W-9 to another flow-through entity in which it has an ownership interest. This change is intended to provide a flow-through entity with information regarding the status of its indirect foreign partners, owners, or beneficiaries, so that it can satisfy any applicable reporting requirements. For example, a partnership that has any indirect foreign partners may be required to complete Schedules K-2 and K-3. See the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS is giving you this form because they

must obtain your correct taxpayer identification number (TIN), which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid).
- Form 1099-DIV (dividends, including those from stocks or mutual funds).
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds).
- Form 1099-NEC (nonemployee compensation).
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers).
- Form 1099-S (proceeds from real estate transactions).
- Form 1099-K (merchant card and third-party network transactions).
- Form 1098 (home mortgage interest), 1098-E (student loan interest), and 1098-T (tuition).
- Form 1099-C (canceled debt).
- Form 1099-A (acquisition or abandonment of secured property).

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

Caution: If you don't return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);
2. Certify that you are not subject to backup withholding; or
3. Claim exemption from backup withholding if you are a U.S. exempt payee; and
4. Certify to your non-foreign status for purposes of withholding under chapter 3 or 4 of the Code (if applicable); and
5. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting is correct. See *What Is FATCA Reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding. Payments made to foreign persons, including certain distributions, allocations of income, or transfers of sales proceeds, may be subject to withholding under chapter 3 or chapter 4 of the Code (sections 1441-1474). Under those rules, if a Form W-9 or other certification of non-foreign status has not been received, a withholding agent, transferee, or partnership (payor) generally applies presumption rules that may require the payor to withhold applicable tax from the recipient, owner, transferor, or partner (payee). See Pub. 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*.

The following persons must provide Form W-9 to the payor for purposes of establishing its non-foreign status.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the disregarded entity.
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the grantor trust.
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust and not the beneficiaries of the trust.

See Pub. 515 for more information on providing a Form W-9 or a certification of non-foreign status to avoid withholding.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person (under Regulations section 1.1441-1(b)(2)(iv) or other applicable section for chapter 3 or 4 purposes), do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515). If you are a qualified foreign pension fund under Regulations section 1.897(l)-1(d), or a partnership that is wholly owned by qualified foreign pension funds, that is treated as a non-foreign person for purposes of section 1445 withholding, do not use Form W-9. Instead, use Form W-8EXP (or other certification of non-foreign status).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a saving clause. Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if their stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first Protocol) and is relying on this exception to claim an exemption from tax on their scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include, but are not limited to, interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third-party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester;
2. You do not certify your TIN when required (see the instructions for Part II for details);
3. The IRS tells the requester that you furnished an incorrect TIN;
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only); or
5. You do not certify to the requester that you are not subject to backup withholding, as described in item 4 under "*By signing the filled-out form*" above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier.

What Is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all U.S. account holders that are specified U.S. persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you are no longer tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

• **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note for ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040 you filed with your application.

• **Sole proprietor.** Enter your individual name as shown on your Form 1040 on line 1. Enter your business, trade, or "doing business as" (DBA) name on line 2.

• **Partnership, C corporation, S corporation, or LLC, other than a disregarded entity.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

• **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. Enter any business, trade, or DBA name on line 2.

• **Disregarded entity.** In general, a business entity that has a single owner, including an LLC, and is not a corporation, is disregarded as an entity separate from its owner (a disregarded entity). See Regulations section 301.7701-2(c)(2). A disregarded entity should check the appropriate box for the tax classification of its owner. Enter the owner's name on line 1. The name of the owner entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For

example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2. If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, enter it on line 2.

Line 3a

Check the appropriate box on line 3a for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3a.

IF the entity/individual on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation.
• Individual or • Sole proprietorship	Individual/sole proprietor.
• LLC classified as a partnership for U.S. federal tax purposes or • LLC that has filed Form 8832 or 2553 electing to be taxed as a corporation	Limited liability company and enter the appropriate tax classification: P = Partnership, C = C corporation, or S = S corporation.
• Partnership	Partnership.
• Trust/estate	Trust/estate.

Line 3b

Check this box if you are a partnership (including an LLC classified as a partnership for U.S. federal tax purposes), trust, or estate that has any foreign partners, owners, or beneficiaries, and you are providing this form to a partnership, trust, or estate, in which you have an ownership interest. You must check the box on line 3b if you receive a Form W-8 (or documentary evidence) from any partner, owner, or beneficiary establishing foreign status or if you receive a Form W-9 from any partner, owner, or beneficiary that has checked the box on line 3b.

Note: A partnership that provides a Form W-9 and checks box 3b may be required to complete Schedules K-2 and K-3 (Form 1065). For more information, see the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

If you are required to complete line 3b but fail to do so, you may not receive the information necessary to file a correct information return with the IRS or furnish a correct payee statement to your partners or beneficiaries. See, for example, sections 6698, 6722, and 6724 for penalties that may apply.

Line 4 Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third-party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space on line 4.

1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).

- 2—The United States or any of its agencies or instrumentalities.
- 3—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities.
- 5—A corporation.
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or territory.
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission.
- 8—A real estate investment trust.
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940.
- 10—A common trust fund operated by a bank under section 584(a).
- 11—A financial institution as defined under section 581.
- 12—A middleman known in the investment community as a nominee or custodian.
- 13—A trust exempt from tax under section 664 or described in section 4947.

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
• Interest and dividend payments	All exempt payees except for 7.
• Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
• Barter exchange transactions and patronage dividends	Exempt payees 1 through 4.
• Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5. ²
• Payments made in settlement of payment card or third-party network transactions	Exempt payees 1 through 4.

¹ See Form 1099-MISC, Miscellaneous Information, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) entered on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37).

B—The United States or any of its agencies or instrumentalities.

C—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i).

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i).

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state.

G—A real estate investment trust.

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940.

I—A common trust fund as defined in section 584(a).

J—A bank as defined in section 581.

K—A broker.

L—A trust exempt from tax under section 664 or described in section 4947(a)(1).

M—A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, enter "NEW" at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have, and are not eligible to get, an SSN, your TIN is your IRS ITIN. Enter it in the entry space for the Social security number. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.SSA.gov. You may also get this form by calling 800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/EIN. Go to www.irs.gov/Forms to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to www.irs.gov/OrderForms to place an order and have Form W-7 and/or Form SS-4 mailed to you within 15 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and enter "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, you will generally have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon. See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier, for when you may instead be subject to withholding under chapter 3 or 4 of the Code.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third-party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor ²
5. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ¹
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
6. Sole proprietorship or disregarded entity owned by an individual	The owner ³
7. Grantor trust filing under Optional Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))**	The grantor*

For this type of account:	Give name and EIN of:
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity ⁴
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing Form 1041 or under the Optional Filing Method 2, requiring Form 1099 (see Regulations section 1.671-4(b)(2)(i)(B))**	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name on line 1, and enter your business or DBA name, if any, on line 2. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

* **Note:** The grantor must also provide a Form W-9 to the trustee of the trust.

** For more information on optional filing methods for grantor trusts, see the Instructions for Form 1041.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information, such as your name, SSN, or other identifying information, without your permission to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax return preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity, or a questionable credit report, contact the IRS Identity Theft Hotline at 800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 877-777-4778 or TTY/TDD 800-829-4059.

Protect yourself from suspicious emails or phishing schemes.

Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 800-366-4484. You can forward suspicious emails to the Federal Trade Commission at spam@uce.gov or report them at www.ftc.gov/complaint. You can contact the FTC at www.ftc.gov/idtheft or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see www.IdentityTheft.gov and Pub. 5027.

Go to www.irs.gov/IdentityTheft to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and territories for use in administering their laws. The information may also be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payors must generally withhold a percentage of taxable interest, dividends, and certain other payments to a payee who does not give a TIN to the payor. Certain penalties may also apply for providing false or fraudulent information.

REPRESENTATIONS AND WARRANTIES

By completing and signing this Letter of Transmittal, the registered Shareholder completing this Letter of Transmittal (the "**Signatory**") represents, warrants, agrees, instructs and acknowledges as follows:

1. It is understood that, upon receipt of this Letter of Transmittal, validly completed and duly signed, together with the enclosed the certificate(s) representing Shares transmitted herewith and any other required documentation, and following the Effective Date, the Depository or its agent will send to the Signatory, in accordance with instructions given above, a cheque or wire for the applicable Consideration payable to the Signatory under the Arrangement for the Shares transmitted herewith (the "**Arrangement Consideration**"). The cheque or wire will be made payable to the name (and at the address) of the registered holder of Shares specified in the above form(s), as applicable.
2. The Signatory covenants, represents and warrants to the Company, the Purchaser and the Depository that: (i) the Signatory is the registered owner of the Shares being transmitted, (ii) such Shares will be transferred by the Signatory free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims, (iii) the Signatory has full power and authority to execute and deliver this Letter of Transmittal and transfer the Shares, and all information inserted into this Letter of Transmittal by the Signatory is accurate, (iv) the Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any Shares to any other person, (v) the surrender of the Shares complies with applicable laws, (vi) the Signatory will execute and deliver any additional documents necessary or desirable to complete the surrender of such Shares, (vii) the Signatory will not, prior to the Effective Date, transfer or permit to be transferred any of such transmitted Shares; and (viii) either the Signatory is not a U.S. Holder, or the Signatory is a U.S. Holder of Shares and has completed and returned to the Depository with this Letter of Transmittal a Form W-9 (see Item 7 under "Instructions"). The Signatory represents that he, she or it has received and has reviewed the Circular. The covenants, representations and warranties of the Signatory contained herein survive the completion of the Arrangement.
3. The Signatory revokes any and all authority, other than as granted in this Letter of Transmittal, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the Signatory at any time with respect to the Shares being transmitted. No subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the transmitted Shares. All authority conferred or agreed to be conferred by the Signatory in this Letter of Transmittal shall survive the death or incapacity of the Signatory and any obligations of the Signatory hereunder shall be binding upon the heirs, legal representatives, successors and assigns of the Signatory.
4. The Signatory instructs the Depository to (i) mail the cheque, by first class mail, postage prepaid, to the Signatory, or (ii) send the Wire, for the Arrangement Consideration as soon as practicable and, in any event, no later than three business days after the latter of the Effective Date and the date that the Shares are delivered to the Depository together with a properly completed Letter of Transmittal, by first class mail, postage prepaid, to the Signatory, in accordance with the instructions given above. Any cheques representing the Arrangement Consideration mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing. If the Shareholder wishes for such Consideration to be paid to the undersigned by wire transfer, the Shareholder will be required to attach to this Letter of Transmittal of Transmittal instructions in respect of such wire transfer, and the Shareholder acknowledges that there is a \$100 fee plus taxes for each wire transfer sent to the Shareholder, and agrees that such amount will be deducted from the Consideration payable to the Shareholder. If the Arrangement is not completed, the transmitted Shares and all other ancillary documents are directed to be returned to the Signatory in accordance with the same instructions given above.
5. The Signatory surrenders to the Purchaser, in accordance with the terms of the Plan of Arrangement, all right, title and interest in and to the Shares and irrevocably appoints and constitutes the Depository the lawful attorney of the Signatory, with full power of substitution to deliver the certificate(s) representing the Shares pursuant to the Arrangement and to effect the transfer of the Shares on the books and records of the Company.

6. It is understood that pursuant to the rules of the Canadian Payments Association, a Cdn.\$25 million ceiling has been established on cheques, bank drafts and other paper based payments processed through Canada's clearing system. As a result, any payment to the Signatory in excess of Cdn.\$25 million will be effected by the Depositary by wire transfer in accordance with the Large Value Transfer System Rules established by the Canadian Payments Association. Accordingly, settlement with the Signatory in excess of Cdn.\$25 million will be made only in accordance with wire transfer instructions provided by the Signatory to the Depositary in writing. In the event wire transfer instructions are required as set out above, the Depositary will contact the Signatory promptly following the Effective Time for purposes of obtaining wire transfer instructions. **Any delay in payment by the Depositary or its agent resulting from the provision by the Signatory of wire transfer instructions or otherwise will not entitle the Signatory to interest or other compensation in addition to the amounts to which the undersigned is entitled pursuant to the Arrangement.**
7. Under no circumstances will interest on the payment of the Arrangement Consideration in respect of the transmitted Shares accrue or be paid to Shareholders, regardless of any delay in making such payment, and the Signatory represents and warrants that the payment of the Consideration in respect of the transmitted Shares will completely discharge any obligations of the Company and the Depositary with respect to the matters contemplated by this Letter of Transmittal.
8. The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing Shares and all other required documents is at the option and risk of the person depositing the same, and delivery will be deemed effective only when such documents are actually received. If such documents are mailed, the Company recommends that registered mail be used and that proper insurance be obtained.
9. By reason of the use of this Letter of Transmittal by the Signatory, the Signatory is deemed to have required that any contract evidenced by the Arrangement as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l'usage des présentes lettre d'envoi et formule de choix par le soussigné, ce dernier est réputé avoir demandé que tout contrat attesté par l'arrangement, qui est accepté au moyen des présentes lettre d'envoi et formule de choix, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en anglais.*

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) This Letter of Transmittal (or a manually signed facsimile thereof), together with any accompanying certificate(s) representing Shares and all other required documents, must be received by the Depository at the office listed below:

**By Registered Mail, Mail, Hand or by
Courier**

100 Adelaide Street West
Suite 301
Toronto, Ontario
M5H 4H1

Attention: Corporate Actions

- (b) The method used to deliver this Letter of Transmittal, and any accompanying certificate(s) representing Shares, and all other required documents, is at your option and risk, and delivery will be deemed to be effective only when such documents are actually received by the Depository. The use of hand delivery, registered, insured mail, with return receipt requested, is recommended. Delivery of this Letter of Transmittal to an address other than as specified above will not constitute valid delivery to the Depository.

2. Signatures

- (a) This Letter of Transmittal must be completed, dated and signed by the registered holders of Shares or by such person's duly authorized representative in accordance with Instruction 4 below.
- (b) If this Letter of Transmittal is signed by the registered owner(s) of any accompanying certificate(s), such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) and/or DRS Advice(s), representing the Shares, as applicable, without any change whatsoever, and the certificate(s) need not be endorsed. If the Registered Shareholders are two or more joint owners, all such registered owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Shares represented by the DRS Advice(s), if applicable, or by any accompanying certificate(s):
- (i) (A) in the case of Shares represented by certificate(s), the deposited certificate(s) must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered Shareholder(s) in respect of such Shares; or (B) in the case of Shares represented by DRS Advice(s), the Letter of Transmittal must be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered Shareholder(s) in respect of such Shares; and
 - (ii) the signature(s) on such endorsement or share transfer power of attorney must correspond exactly to the name(s) of the registered Shareholder(s) as registered or as appearing on the certificate(s) and/or DRS Advice(s), as applicable, and must be guaranteed as noted in Instruction 3 below.

3. Guarantee of Signature

- (a) If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Shares represented by the DRS Advice(s), if applicable, or by any accompanying certificate(s), or if the Arrangement is not completed and any of the accompanying certificate(s) and/or the DRS

Advice(s) representing the Shares is to be returned to a person other than such registered Shareholder(s), or sent to an address other than the address of the registered Shareholder(s) as shown on the registers of our transfer agent, or if the payment is to be issued in the name of a person other than the registered holder of the Shares represented by the DRS Advice(s), if applicable, or by any accompanying certificate(s), such signature(s) or a separate security transfer form must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

- (b) An "Eligible Institution" means a Canadian Schedule 1 chartered bank, a member of the Securities Transfer Association Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Canadian Investment Regulatory Organization, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

4. Fiduciaries, Representatives and Authorizations

If this Letter of Transmittal is executed by a person on behalf of an executor, administrator, trustee, guardian, a corporation, partnership or association or is executed by any other person acting in a representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Any of the Company, the Purchaser or the Depository, in their discretion, may require additional evidence of authority or additional documentation.

5. Miscellaneous

- (a) If the space provided in this Letter of Transmittal is insufficient, the requested information should be set out on a separate list and attached to this Letter of Transmittal.
- (b) If Shares are registered in different forms (e.g., "John Doe" and "J. Doe"), a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted.
- (d) Additional copies of the Circular and this Letter of Transmittal may be obtained from the Depository at its address listed above. Copies of the Circular and this Letter of Transmittal also available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.
- (e) This Letter of Transmittal will be construed in accordance with and governed by the laws of the Province of British Columbia and the laws of Canada applicable therein.
- (f) **Before completing this Letter of Transmittal, you are urged to read the accompanying Circular and discuss any questions with financial, legal and/or tax advisors.**
- (g) The Company and the Purchaser reserves the right, if they so elect, in their absolute discretion, to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal received by it. You agree that any determination made by the Company or the Purchaser as to validity, form and eligibility and acceptance of the Shares will be final and binding. There will be no duty or obligation of the Company, the Purchaser or the Depository to give notice of any defect or irregularity in any deposit and no liability will be incurred for failure to do so. The granting of a waiver to one or more Registered Shareholders does not constitute a waiver for any other Registered Shareholders.
- (h) All payments will be made in Canadian dollars, unless the Shareholder depositing Shares with the Depository elects to receive payment in U.S. dollars by checking the appropriate box provided in this Letter of Transmittal. The amount payable in U.S. dollars will be determined based upon the exchange rate established by the Depository, at the Depository's sole discretion, on the dates the funds are converted. The Depository shall not be liable for the timing of any

foreign exchange conversion or for any fluctuation in any such exchange rates or for any loss suffered as a result of conversion or for any transactions costs that may be associated with the conversion.

6. Lost Certificate(s) or DRS Advice(s)

If a share certificate has been lost, destroyed or stolen, the registered holder of that certificate should immediately contact TSX Trust Company at (416)-342-1091 or toll-free at 1 (866) 600-5869. You will be required to complete and submit certain documentation, including a bond and/or indemnity, before you can receive any cash compensation for your Shares. This Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, destruction or theft, to the Depository. If a DRS Advice representing Shares has been lost, stolen or destroyed, the holder can request a copy of the DRS Advice by contacting TSX Trust Company at (416)-342-1091 or toll-free at 1 (866) 600-5869, with no bond indemnity required and such copy of the DRS Advice should be deposited with this Letter of Transmittal.

7. Form W-9 — U.S. Shareholders

The following does not constitute a summary of the tax consequences with respect to the disposition of Shares pursuant to the Arrangement. Registered Shareholders should review the Circular and consult their own tax advisors having regard to their own particular circumstances to determine the particular tax consequences to them of a disposition of Shares pursuant to the Arrangement.

In order to avoid “backup withholding” of United States income tax on payments made on the Shares, a registered Shareholder that is a U.S. Holder of Shares must generally provide the person’s correct taxpayer identification number (“**TIN**”) on Form W-9 and certify, under penalties of perjury, that such number is correct and that such registered Shareholder is not subject to backup withholding. If the correct TIN is not provided or if any other information is not correctly provided, a penalty of up to U.S.\$500 may be imposed on the registered Shareholder that is a U.S. Holder of Shares by the Internal Revenue Service (the “**IRS**”) and payments made with respect to the Shares may be subject to all applicable backup withholding currently at a rate of 24%.

Backup withholding is not an additional United States income tax. Rather, the United States income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the IRS.

You are a U.S. person if you are: (a) an individual citizen or resident alien of the United States as determined for U.S. federal income tax purposes; (b) a corporation (including an entity taxable as a corporation) or partnership created in the United States or under the laws of the United States or any state or the District of Columbia; (c) an estate the income of which is subject to United States federal income tax regardless of its source; or (d) a trust if: (i) a court within the United States is able to exercise primary jurisdiction over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (ii) that has a valid election in effect under applicable U.S Treasury regulations to be treated as a U.S. person. Certain persons (including, among others, corporations, certain “not-for-profit” organizations, and certain non-U.S. persons) are not subject to backup withholding. A registered Shareholder that is a U.S. Holder of Shares should consult his or her tax advisor as to the Shareholder’s qualification for an exemption from backup withholding and the procedure for obtaining such exemption. To prevent possible erroneous backup withholding, an exempt holder must enter its correct TIN or Employer Identification Number in the Form W-9 and sign and date the form.

The TIN for an individual United States citizen or resident is the individual’s social security number. The “Awaiting TIN” box of the Form W-9 may be checked if a registered Shareholder has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. If the “Awaiting TIN” box is checked, the registered Shareholder that is a U.S. Holder of Shares must also complete the Certificate of Awaiting Taxpayer Identification Number found below the Form W-9 in order to avoid backup withholding. If a registered Shareholder that is a U.S. Holder of Shares completes the Certificate of

Awaiting Taxpayer Identification Number but does not provide a TIN within 60 days, such registered Shareholder will be subject to backup withholding at a rate of 24% until a TIN is provided.

8. Return of Certificate(s) and Related Documents

If the Arrangement does not proceed for any reason, any certificate representing the Shares and other relevant documents received by the Depositary will be returned to you forthwith at the address set forth above or, failing such address being specified, at your last address as it appears on the securities register of the Company maintained by TSX Trust Company, in its capacity as transfer agent and registrar of the Company, or in the case of Shares delivered by book-entry transfer, the Depositary will credit the Shares to the applicable account.

9. Privacy Notes

The Depositary is committed to protecting personal information received from its clients. In the course of providing services to its clients, the Depositary receives certain non-public personal information. This information could include an individual's name, address, social insurance number, securities holdings and other financial information. The Depositary uses this information for lawful purposes relating to its services. The Depositary has prepared a Privacy Code relating to information practices and privacy protection. It can be obtained by sending a written request to the Depositary at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Attention: Chief Privacy Officer. The Depositary will use the information provided on this form in order to process the undersigned Shareholder's request and will treat the Shareholder's signature(s) on this form as such Shareholder's consent to the above.

If you need assistance in completing this Letter of Transmittal, please contact TSX Trust Company at (416) 342-1091, toll-free in North America at 1 (866) 600-5869 or by email at TSXTIS@tmx.com, or contact your professional advisor.



The Depositary is:

TSX Trust Company

By Registered Mail, Mail, Hand or Courier

Toronto

100 Adelaide Street West

Suite 301

Toronto, Ontario

M5H 4H1

Attention: Corporate Actions

Securities Counter hours:

8:30 am to 5:00 pm EST - business days only

Inquiries

8:30 am to 5:00 pm EST - business days only

North American Toll Free: 1-866-600-5869

Telephone: 416-342-1091

Facsimile: 416-361-0470

E-Mail: TSXTIS@tmx.com

Any questions and requests for assistance may be directed by Company Shareholders to the Depositary at the telephone number and location set out above.