

THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETE. THIS LETTER OF TRANSMITTAL IS FOR USE IN ACCEPTING THE OFFER BY SIMPLY GROUP ACQUISITION CORP. TO PURCHASE ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES OF DEALNET CAPITAL CORP., WHICH INCLUDES ANY COMMON SHARES (AS DEFINED HEREIN) THAT MAY BECOME ISSUED AND OUTSTANDING AFTER THE DATE OF THE OFFER (AS DEFINED HEREIN) BUT PRIOR TO THE EXPIRY TIME (AS DEFINED HEREIN) UPON THE EXERCISE, EXCHANGE OR REDEMPTION OF ANY CONVERTIBLE SECURITIES (AS DEFINED IN THE OFFER AND CIRCULAR).

LETTER OF TRANSMITTAL

to deposit Common Shares of

DEALNET CAPITAL CORP.

Pursuant to the Offer dated September 9, 2020, made by

SIMPLY GROUP ACQUISITION CORP.

THE OFFER IS OPEN FOR ACCEPTANCE UNTIL 5:00 P.M. (TORONTO TIME) ON OCTOBER 14, 2020 (THE "EXPIRY DATE"), UNLESS THE OFFER IS EXTENDED OR WITHDRAWN BY THE OFFEROR (AS DEFINED HEREIN) IN ACCORDANCE WITH ITS TERMS.

USE THIS LETTER OF TRANSMITTAL IF YOU WISH TO ACCEPT THE OFFER BUT:

1. YOU WISH TO ACCEPT THE OFFER AND ARE DEPOSITING CERTIFICATE(S) OR OTHER EVIDENCE REPRESENTING YOUR COMMON SHARES;
2. YOU ARE ACCEPTING THE OFFER USING THE PROCEDURE FOR BOOK-ENTRY TRANSFER AND DO NOT HAVE AN AGENT'S MESSAGE; OR
3. YOU PREVIOUSLY DELIVERED A NOTICE OF GUARANTEED DELIVERY.

BENEFICIAL SHAREHOLDERS, THROUGH THEIR RESPECTIVE CDS PARTICIPANTS, WHO UTILIZE CDSX TO ACCEPT THE OFFER THROUGH A BOOK-ENTRY TRANSFER OF THEIR HOLDINGS OF COMMON SHARES INTO KINGS DALE ADVISORS' (THE "DEPOSITARY AND INFORMATION AGENT") ACCOUNT WITH CDS SHALL BE DEEMED TO HAVE COMPLETED AND SUBMITTED THIS LETTER OF TRANSMITTAL AND TO BE BOUND TO THE TERMS HEREOF AND THEREFORE SUCH INSTRUCTIONS RECEIVED BY THE DEPOSITARY AND INFORMATION AGENT ARE CONSIDERED A VALID DEPOSIT UNDER THE OFFER.

This Letter of Transmittal (this "**Letter of Transmittal**") is for use by registered holders (the "**Shareholders**") of common shares ("**Common Shares**") of Dealnet Capital Corp. ("**Dealnet**") to accept the offer dated September 9, 2020 (the "**Offer**") made by Simply Group Acquisition Corp. (the "**Offeror**") to purchase, on the terms and subject to the conditions of the Offer, as described in the accompanying Take-Over Bid Circular dated September 9, 2020 (together, the "**Offer and Circular**"), all of the issued and outstanding Common Shares, which includes any Common Shares that may become issued and outstanding after the

date of the Offer but prior to the Expiry Time upon the exercise, exchange or redemption of any Convertible Securities, at a price of \$0.16 in cash per Common Share.

Beneficial Shareholders may also accept the Offer by following the procedures for book-entry transfer of Common Shares set out in Section 3 of the Offer to Purchase, "Manner of Acceptance — Acceptance by Book-Entry Transfer". Beneficial Shareholders hold their Common Shares through an Intermediary and may accept the Offer by following the procedures for a book-entry transfer established by CDS. The Depository and Information Agent has established an account at CDS for the purposes of this Offer. Any financial institution that is a participant in CDS may cause CDS to make a book-entry transfer of a Shareholder's Common Shares into the Depository and Information Agent's account in accordance with CDS procedures for such transfer. Delivery of Common Shares to the Depository and Information Agent by means of a book-entry transfer will constitute a valid deposit of such Common Shares under the Offer.

Beneficial Shareholders, through their respective CDS participants, who utilize CDSX to accept the Offer through a book-entry transfer of their holdings of Common Shares into the Depository and Information Agent's account with CDS shall be deemed to have completed and submitted this Letter of Transmittal and to be bound by the terms hereof and therefore such instructions received by the Depository and Information Agent are considered a valid deposit under the Offer.

Beneficial Shareholders may also accept the Offer by following the procedures for book-entry transfer established by DTC at or prior to the Expiry Time. The Depository and Information Agent has established an account at DTC for the purpose of the Offer. Any financial institution that is a participant in DTC may cause DTC to make a book-entry transfer of a Shareholder's Common Shares into the Depository and Information Agent's account in accordance with DTC's procedures for such transfer.

If a registered Shareholder wishes to deposit Common Shares pursuant to the Offer and: (i) the certificate(s) or other evidence representing the Common Shares is (are) not immediately available; (ii) the beneficial Shareholder cannot complete the procedure for book-entry transfer of the Common Shares on a timely basis; or (iii) the certificate(s) and all other required documents cannot be delivered to the Depository and Information Agent at or prior to the Expiry Time at the office specified herein, such Shareholder may deposit its Common Shares according to the guaranteed delivery procedure set out in Section 3 of the Offer to Purchase, "Manner of Acceptance — Procedure for Guaranteed Delivery" by using the accompanying Notice of Guaranteed Delivery. See Instruction 2 of this Letter of Transmittal, "Procedure for Guaranteed Delivery".

The terms and conditions of the Offer are incorporated by reference into, and form part of this Letter of Transmittal. Terms used but not defined in this Letter of Transmittal which are defined in the Glossary to the Offer and Circular have the respective meanings ascribed thereto in the accompanying Offer and Circular.

All dollar references in this Letter of Transmittal refer to Canadian dollars. **All cash payments under the Offer will be made in Canadian dollars.**

Shareholders should contact the Depository and Information Agent or a broker or dealer for assistance in accepting the Offer and in depositing Common Shares with the Depository and Information Agent. Shareholders whose Common Shares are registered in the name of an Intermediary should immediately contact that Intermediary for assistance in depositing their Common Shares if they wish to accept the Offer, in order to take the necessary steps to be able to deposit such Common Shares under the Offer. Intermediaries likely have established tendering cut-off times that are prior to the Expiry Time. Shareholders must instruct their Intermediaries promptly if they wish to tender.

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET OUT BELOW WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITORY AND INFORMATION AGENT. YOU MUST SIGN THIS LETTER OF TRANSMITTAL IN THE APPROPRIATE SPACE PROVIDED BELOW.

TO:	SIMPLY GROUP ACQUISITION CORP.
AND TO:	KINGSDALE ADVISORS, as Depositary and Information Agent

By Registered Mail, Mail, Hand or Courier:	North American Toll Free Phone:
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Kingsdale Advisors The Exchange Tower 130 King St W, Suite #2950 Toronto, ON M5X 1K6	North America Toll-Free: 1-866-879-7650 Outside North America: 1-416-867-2272 Email: contactus@kingsdaleadvisors.com
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The undersigned hereby deposits with the Offeror, on the terms and subject to the conditions of the Offer, as described in the Circular, and this Letter of Transmittal, receipt of which is hereby acknowledged, the Common Shares listed below pursuant to the procedures set out in Section 3 of the Offer to Purchase, "Manner of Acceptance – Letter of Transmittal".

DESCRIPTION OF COMMON SHARES DEPOSITED UNDER THE OFFER
(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the form below.)

Certificate Number(s) (if available)	Name(s) in which Registered (please fill in exactly as name(s) appear(s) on certificate(s))	Number of Common Shares Represented by Certificate*	Number of Common Shares Deposited*
TOTAL:			

* Unless otherwise indicated, the total number of Common Shares evidenced by all certificate(s) delivered will be deemed to have been deposited. See Instruction 7 of this Letter of Transmittal, "Partial Deposits".

The undersigned hereby acknowledges that the acceptance of the Offer pursuant to the procedures set out herein constitutes a binding agreement between the undersigned depositing Shareholder and the Offeror, effective immediately following the time at which the Offeror takes up the Common Shares deposited by the undersigned, in accordance with the terms and conditions of the Offer and this Letter of Transmittal.

The undersigned depositing Shareholder hereby represents and warrants that:

- (a) the person signing this Letter of Transmittal or on whose behalf a book-entry transfer is made has full power and authority to deposit, sell, assign and transfer the deposited Common Shares and all rights and benefits arising from such deposited Common Shares, including, without limitation, any Distributions;

- (b) the person signing this Letter of Transmittal or on whose behalf a book-entry transfer is made owns the deposited Common Shares and any Distributions deposited under the Offer;
- (c) the deposited Common Shares and Distributions have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any of the deposited Common Shares or Distributions, to any other person;
- (d) the deposit of the deposited Common Shares and Distributions complies with applicable Law; and
- (e) when the deposited Common Shares are taken up and paid for by the Offeror, the Offeror will acquire good title thereto (and to any Distributions), free and clear of all security interests, liens, restrictions, charges, encumbrances, claims and rights of others.

IN CONSIDERATION OF THE OFFER AND FOR VALUE RECEIVED, on the terms and subject to the conditions set out in the Offer and in this Letter of Transmittal, subject only to withdrawal rights set out in the Offer, the undersigned irrevocably accepts the Offer for and in respect of the deposited Common Shares and (unless deposit is made pursuant to the procedure for book-entry transfers) delivers to the Offeror the enclosed certificate(s) or other evidence representing the deposited Common Shares and, on and subject to the terms and conditions of the Offer, deposits, sells, assigns and transfers the deposited Common Shares and all rights and benefits arising from such deposited Common Shares, including, without limitation, any Distributions.

The undersigned acknowledges that under certain circumstances the Offeror may, among other things: (i) vary the terms of the Offer, including, without limitation, by extending or abridging the period during which Common Shares may be deposited under the Offer where permitted by Law (see Section 5 of the Offer to Purchase, "Extension, Variation or Change in the Offer"); or (ii) make such adjustments as it considers appropriate to the purchase price and other terms of the Offer (including, without limitation, the type of securities offered to be purchased and the amount payable therefor) to reflect any division, combination, reclassification, consolidation, conversion, issuance, grant, sale or other change in the capitalization of Dealnet (see Section 9 of the Offer to Purchase, "Changes in Capitalization; Adjustments; Liens"). In addition, the undersigned acknowledges that if, on or after the date of the Offer, Dealnet should declare, set aside or pay any dividend or declare, make or pay any other distribution or payment on or declare, allot, reserve or issue any securities, rights or other interests with respect to any Common Share, which is or are payable or distributable to Shareholders on a record date prior to the date of transfer into the name of the Offeror or its intermediary or transferee on the securities register maintained by or on behalf of Dealnet in respect of Common Shares accepted for purchase under the Offer, then (and without prejudice to its rights under Section 4 of the Offer to Purchase, "Conditions of the Offer": (i) in the case of any such cash dividends, distributions or payments that in an aggregate amount do not exceed the purchase price per Common Share payable, the purchase price per Common Share payable by the Offeror pursuant to the Offer will be reduced by the amount of any such dividend, distribution or payment; and (ii) in the case of any such cash dividends, distributions or payments that in an aggregate amount exceeds the purchase price per Common Share payable by the Offeror pursuant to the Offer, or in the case of any non-cash dividend, distribution, payment, securities, property, rights, assets or other interests, the whole of any such dividend, distribution, payment, securities, property, rights, assets or other interests (and not simply the portion that exceeds the purchase price per Common Share payable by the Offeror under the Offer), the amount of any excess will be received and held by the depositing Shareholder for the account of the Offeror and will be promptly remitted and transferred by the depositing Shareholder to the Depository and Information Agent for the account of the Offeror, accompanied by appropriate documentation of transfer (see Section 9 of the Offer to Purchase, "Changes in Capitalization; Adjustments; Liens"). The Offeror will be entitled to deduct from the cash consideration payable by the Offeror under the Offer the amount or value thereof, as determined by the Offeror in its sole discretion.

The undersigned hereby irrevocably constitutes and appoints, effective at and after the Expiry Time, each director and officer of the Offeror, and any other person designated by the Offeror in writing, as the true and

lawful agent, attorney, attorney-in-fact and proxy of the holder of the deposited Common Shares (which deposited Common Shares upon being taken up are, together with any Distributions thereon, hereinafter referred to as the "Purchased Securities") with respect to such Purchased Securities, with full power of substitution, in the name of and on behalf of the undersigned:

- (a) to register or record the transfer and/or cancellation of such Purchased Securities, to the extent consisting of securities, on the appropriate securities registers maintained by or on behalf of Dealnet;
- (b) for so long as any Purchased Securities are registered or recorded in the name of the undersigned, to exercise any and all rights of the undersigned as a Shareholder, including, without limitation, the right to vote, to execute and deliver (provided the same is not contrary to applicable Law), as and when requested by the Offeror, any and all instruments of proxy, authorizations or consents in form and on terms satisfactory to the Offeror in respect of any or all Purchased Securities, to revoke any such instruments, authorizations or consents given prior to or after the Effective Time, and to designate in any such instruments, authorizations or consents any person or persons as the proxyholder of such Shareholder in respect of such Purchased Securities for all purposes, including, without limitation, in connection with any meeting or meetings (whether annual, special or otherwise, or any postponements or adjournments thereof, including, without limitation, any meeting to consider a Subsequent Acquisition Transaction (as defined in the Offer and Circular)) of holders of relevant securities of Dealnet;
- (c) to execute, endorse and negotiate, for and in the name of and on behalf of the undersigned, any and all cheques or other instruments representing any Distributions payable to or to the order of, or endorsed in favour of, the undersigned; and
- (d) to exercise any other rights of a Shareholder with respect to such Purchased Securities, all as set out in this Letter of Transmittal.

The undersigned accepting the Offer under the terms of this Letter of Transmittal (including by book-entry transfer) hereby revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the deposited Common Shares or any Distributions. The undersigned hereby agrees that no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise will be granted with respect to the deposited Common Shares or any Distributions by or on behalf of the undersigned unless the deposited Common Shares are not taken up and paid for under the Offer or are withdrawn in accordance with Section 7 of the Offer to Purchase, "Withdrawal of Deposited Common Shares".

The undersigned accepting the Offer under the terms of this Letter of Transmittal (including by book-entry transfer) also hereby agrees not to vote any of the Purchased Securities at any meeting (whether annual, special or otherwise or any postponements or adjournments thereof, including, without limitation, any meeting to consider a Subsequent Acquisition Transaction) of holders of relevant securities of Dealnet and, except as may otherwise be agreed with the Offeror, not to exercise any of the other rights or privileges attached to the Purchased Securities, and agrees to execute and deliver to the Offeror any and all instruments of proxy, authorizations or consents in respect of all or any of the Purchased Securities, and agrees to designate or appoint in any such instruments of proxy, authorizations or consents, the person or persons specified by the Offeror as the proxy or the proxy nominee or nominees of the holder of the Purchased Securities. Upon such appointment, all prior proxies and other authorizations (including, without limitation, all appointments of any agent, attorney or attorney-in-fact) or consents given by the holder of such Purchased Securities with respect thereto will be revoked and no subsequent proxies or other authorizations or consents may be given by such person with respect thereto.

The undersigned covenants under the terms of this Letter of Transmittal (including by book-entry transfer) to execute, upon request of the Offeror, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of the Purchased Securities to the

Offeror. Each authority herein conferred or agreed to be conferred is, to the extent permitted by applicable Law, irrevocable and may be exercised during any subsequent legal incapacity of the undersigned and shall, to the extent permitted by applicable Law, survive the death or incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, executors, administrators, attorneys, personal representatives, successors and assigns of the undersigned.

The Depositary and Information Agent will act as the agent of persons who have deposited Common Shares in acceptance of the Offer for the purposes of receiving payment from the Offeror and transmitting such payment to such persons, and receipt of payment by the Depositary and Information Agent will be deemed to constitute receipt of payment by persons depositing Common Shares under the Offer.

All cash payments under the Offer will be paid in Canadian dollars.

Settlement with each Shareholder who has validly deposited (and not withdrawn) Common Shares under the Offer will be made by the Depositary and Information Agent issuing or causing to be issued a cheque (except for payments in excess of \$25 million, which will be made by wire transfer, as set out in this Letter of Transmittal) payable in Canadian funds in the amount to which the person depositing Common Shares is entitled. Unless otherwise directed by this Letter of Transmittal, the cheque will be issued in the name of the registered holder of the Common Shares so deposited. Unless the person depositing the Common Shares makes specific arrangements with the Depositary and Information Agent for an alternate delivery method, the cheque will be forwarded by first class mail to such person at the address specified in this Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the registered holder as shown on the securities register maintained by or on behalf of Dealnet. Cheques mailed in accordance with this paragraph will be deemed to be delivered at the time of mailing. Pursuant to applicable Law, the Offeror may, in certain circumstances, be required to make withholdings from the amount otherwise payable to a Shareholder.

The undersigned further understands and acknowledges that under no circumstances will interest accrue or any amount be paid by the Offeror or the Depositary and Information Agent to persons depositing Common Shares by reason of any delay in making payments for Common Shares to any person on account of Common Shares accepted for payment under the Offer.

Any deposited Common Shares that are not taken up and paid for by the Offeror pursuant to the terms and conditions of the Offer for any reason will be promptly returned, at the Offeror's expense, to the depositing Shareholder after the Expiry Time or withdrawal of the Offer, by either: (i) sending certificate(s) or other evidence representing the Common Shares not purchased by first-class insured mail to the address of the depositing Shareholder specified in this Letter of Transmittal or, if such name or address is not so specified, in such name and to such address as shown on the securities register maintained by or on behalf of Dealnet; or (ii) in the case of Common Shares deposited by book-entry transfer of such Common Shares pursuant to the procedures set out in Section 3 of the Offer to Purchase, "Manner of Acceptance – Acceptance by Book-Entry Transfer", such Common Shares will be credited to the depositing holder's account maintained with CDS or DTC, as applicable.

Shareholders will not be required to pay any fee or commission if they accept the Offer by depositing their Common Shares directly with the Depositary and Information Agent. However, an Intermediary through which a Shareholder owns Common Shares may charge a fee to tender any such Common Shares on behalf of the Shareholder. Shareholders should consult such Intermediary to determine whether any charge will apply.

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Offer as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language.

SHAREHOLDER INFORMATION AND INSTRUCTIONS

PLEASE COMPLETE EITHER BOX "A" OR BOX "B".

BLOCK A PAYMENT INSTRUCTIONS	BLOCK B DELIVERY INSTRUCTIONS
ISSUE PAYMENT IN THE NAME OF: (please print or type)	SEND PAYMENT TO (unless Block C is checked): (please print or type)
	<input type="checkbox"/> Same as address in Block A or to:
(Name)	(Name)
(Street Address and Number)	(Street Address and Number)
(Country and Postal/Zip Code)	(Country and Postal/Zip Code)
(Telephone – Business Hours)	(Telephone – Business Hours)

BLOCK C NOTICE OF GUARANTEED DELIVERY
<input type="checkbox"/> CHECK HERE IF COMMON SHARES ARE BEING DEPOSITED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND INFORMATION AGENT AND COMPLETE THE FOLLOWING: (please print or type)
Name of Registered Holder: _____
Date of Execution of Notice of Guaranteed Delivery: _____
Name of Institution which Guaranteed Delivery: _____
<input type="checkbox"/>

SHAREHOLDER SIGNATURE

By signing below, the undersigned expressly agrees to the terms and conditions set out herein.

This Letter of Transmittal must be signed below by the registered Shareholder(s) exactly as name(s) appear(s) on the certificates representing the deposited Common Shares, or by person(s) authorized to become registrant holder(s) by certificate(s) and documents transmitted herewith, or, pursuant to Instruction 5 of this Letter of Transmittal, by a fiduciary or authorized representative

BLOCK D SIGNATURE GUARANTEE	
Signature guaranteed by (if required under Instruction 3):	Dated: _____
Authorized Signature of Guarantor	Signature of Shareholder or Authorized Representative (See Instructions 2, 3 and 4)
Name of Guarantor (please print or type)	Name of Shareholder or Authorized Representative (please print or type)
Address or Guarantor (please print or type)	Daytime telephone number and facsimile number of Shareholder or Authorized Representative
	Tax Identification, Social Insurance or Social Security Number
	Address
	Email Address

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) This Letter of Transmittal, properly completed and duly executed, with the signature(s) guaranteed if required by Instruction 3 set out herein, together with the certificate(s) or other evidence representing the deposited Common Shares (or, in the case of Common Shares deposited by book-entry transfer, a Book-Entry Confirmation for the Common Shares) and all other documents required by the terms of the Offer and this Letter of Transmittal by the Depositary and Information Agent at its office in Toronto, Ontario at or prior to the Expiry Time, unless the Offer is extended or withdrawn or unless the procedure for guaranteed delivery set out in Instruction 2 set out herein is used.
- (b) The method of delivery of certificate(s) or other evidence representing Common Shares, this Letter of Transmittal, the Notice of Guaranteed Delivery and all other required documents is at the option and risk of the person depositing such documents. The Offeror recommends that all such documents be delivered by hand to the Depositary and Information Agent and a receipt be obtained or, if mailed, that registered mail, with return receipt requested, be used and that proper insurance be obtained. It is suggested that any such mailing be made sufficiently in advance of the Expiry Time to permit delivery to the Depositary and Information Agent at or prior to the Expiry Time. Delivery will only be effective upon actual physical receipt by the Depositary and Information Agent.
- (c) Shareholders whose Common Shares are registered in the name of an Intermediary should immediately contact that Intermediary for assistance in depositing their Common Shares if they wish to accept the Offer, in order to take the necessary steps to be able to deposit such Common Shares under the Offer. Intermediaries likely have established tendering cut-off times that are prior to the Expiry Time. Shareholders must instruct their Intermediaries promptly if they wish to tender.

2. Procedure for Guaranteed Delivery

As set out in Section 3 of the Offer to Purchase, “Manner of Acceptance – Procedure for Guaranteed Delivery”, if a registered Shareholder wishes to deposit Common Shares pursuant to the Offer and: (i) the certificate(s) or other evidence representing such Common Shares is (are) not immediately available; (ii) the beneficial Shareholder cannot complete the procedure for book-entry transfer of the Common Shares on a timely basis; or (iii) the certificate(s) and all other required documents cannot be delivered to the Depositary and Information Agent at or prior to the Expiry Time, such Common Shares may nevertheless be deposited under the Offer provided that all of the following conditions are met:

- (a) the deposit is made by or through an Eligible Institution;
- (b) a properly completed and executed Notice of Guaranteed Delivery, including the guarantee of delivery by an Eligible Institution in the form set out in the Notice of Guaranteed Delivery, is received by the Depositary and Information Agent at its office in Toronto, Ontario specified in the Notice of Guaranteed Delivery at or prior to the Expiry Time; and
- (c) the certificate(s) or other evidence representing all deposited Common Shares, in proper form for transfer together with this Letter of Transmittal, properly completed and duly executed as required by the instructions set out in this Letter of Transmittal (including signature guarantee if required), or, in the case of a book-entry transfer, a Book-Entry Confirmation with respect to such deposited Common Shares, or an Agent’s Message in lieu of a Letter of Transmittal, and all other documents required by the terms of the Offer and this Letter of Transmittal are received by the Depositary and Information Agent at its

office in Toronto, Ontario specified in this Letter of Transmittal prior to 5:00 p.m. (Toronto time) on the second trading day on the TSX Venture Exchange after the Expiry Time.

The Notice of Guaranteed Delivery must be delivered by hand or courier or mailed to the Depository and Information Agent at its office in Toronto, Ontario specified in the Notice of Guaranteed Delivery at or prior to the Expiry Time and must include a guarantee by an Eligible Institution in the form set out in the Notice of Guaranteed Delivery.

3. Signatures

This Letter of Transmittal must be completed and executed by the Shareholder accepting the Offer described above or by such Shareholder's duly authorized representative (in accordance with Instruction 5 below).

- (a) If this Letter of Transmittal is signed by the registered holder(s) of the accompanying certificate(s), such signature(s) in this Letter of Transmittal must correspond exactly with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such certificate(s) is (are) owned of record by two or more joint holders, all such holders must sign this Letter of Transmittal.
- (b) Notwithstanding Instruction 3(a) above, if this Letter of Transmittal is signed by a person other than the registered owner(s) of the Common Shares represented by the certificate(s) deposited herewith, or if the Common Shares not purchased are to be returned to a person other than such registered owner(s) or sent to an address other than the address of the registered owner(s) as shown on the registers of Dealnet, or if payment is to be issued in the name of a person other than the registered owner(s) of the Common Shares being deposited:
 - (i) the certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered holder, with the signature on the endorsement panel or share transfer power of attorney guaranteed by an Eligible Institution; and
 - (ii) such signature(s) must be guaranteed by an Eligible Institution or in some other manner acceptable to the Depository and Information Agent (except that no guarantee is required for the signature of a depositing Shareholder which is an Eligible Institution).

4. Guarantee of Signatures

The signature(s) on this Letter of Transmittal must be guaranteed by an Eligible Institution or in some other manner acceptable to the Depository and Information Agent (except that no guarantee is required for the signature of a depositing Shareholder which is an Eligible Institution) if it is signed by a person other than the registered owner(s) of the Common Shares being deposited hereunder, or if the Common Shares not purchased are to be returned to a person other than such registered owner(s) or sent to an address other than the address of the registered owner(s) as shown on the registers of Dealnet, or if payment is to be issued in the name of a person other than the registered owner(s) of the Common Shares being deposited.

5. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal or any certificate(s) or other evidence representing deposited Common Shares or share transfer power of attorney is executed by a person on behalf of an executor, administrator, trustee, guardian, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative or fiduciary capacity, such person should so indicate when signing and

this Letter of Transmittal must be accompanied by satisfactory evidence of such person's authority to act. Either the Offeror or the Depositary and Information Agent, at its sole discretion, may require additional evidence of authority or additional documentation.

6. Delivery Instructions

In all cases, either Box "A" or Box "B" should be completed. If those boxes are not completed, then the cash consideration payable for the deposited Common Shares (or the certificate(s) in respect of the deposited Common Shares if the Offer is not completed) will be mailed to the address as shown on the list of Shareholders provided to the Offeror.

7. Partial Deposits

If less than the total number of Common Shares evidenced by any certificate(s) or other evidence submitted is to be deposited, fill in the number of Common Shares to be deposited in the appropriate space in Box 1, entitled "Description of Common Shares Deposited under the Offer" in this Letter of Transmittal. In such case, new certificate(s) or other evidence for the number of Common Shares not deposited will be sent to the registered holder as soon as practicable after the Expiry Time (unless such holder completes Block B in this Letter of Transmittal). The total number of Common Shares evidenced by all certificate(s) or other evidence delivered will be deemed to have been deposited unless otherwise indicated. Note that this Instruction is not applicable to holders who deposit their Common Shares by book-entry transfer.

8. Solicitation

The Offeror may, in its sole discretion, retain the services of Raymond James Ltd. as dealer manager, or such other dealer manager as it determines, to form and manage a soliciting dealer group to solicit acceptances of the Offer from persons who are resident in Canada on terms and conditions, including the payment of fees and reimbursement of expenses, as are customary in a retainer agreement for such services.

The Offeror expects that if a dealer manager is engaged and/or a Soliciting Dealer Group is formed, then the Offeror will provide notice of such event by press release and/or such other means as the Offeror may determine. Investment advisors or registered representatives employed by soliciting dealers, if any, may solicit their clients to deposit or tender their Common Shares to the Offer. Soliciting Dealers may pay an investment advisor or registered representative a portion of the solicitation fee, if any, for each Common Share deposited or tendered to the Offer by clients of or served by the investment advisor or registered representative.

Identify the investment dealer or broker, if any, who solicited acceptance of the Offer by completing Block E in this Letter of Transmittal, entitled "Dealer or Broker Soliciting Acceptance of the Offer", and present a list of beneficial holders, if applicable.

9. Important Tax Information for U.S. Shareholders

This document does not address any United States federal or state income tax considerations applicable to Shareholders (or holders of Convertible Securities) in the United States or Shareholders (or holders of Convertible Securities) that are otherwise subject to tax in the United States with respect to the Offer. Such holders should be aware that the disposition of Common Shares (or the exercise, exchange or redemption of Convertible Securities) by them as described in the Offer and Circular may have tax consequences both in the United States and in Canada. **Such holders are urged to consult their own U.S. tax and legal advisors regarding their ownership and disposition of Common Shares (and Convertible Securities) under the Offer.**

10. Currency of Payment

All amounts payments under the Offer will be paid in Canadian dollars.

11. Miscellaneous

- (a) If the space in Box 1 of this Letter of Transmittal is insufficient to list all certificates or other evidence for Common Shares, additional certificate numbers and number of securities may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If deposited Common 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 and no fractional Common Shares will be purchased. The undersigned, by execution of this Letter of Transmittal, waives any right to receive any notice of the acceptance of deposited Common Shares for payment, except as required by applicable Laws.
- (d) The Offer and all contracts resulting from acceptance thereof shall be governed by and construed in accordance with the Laws of the Province of Ontario and the federal Laws of Canada applicable therein. Each party to any agreement resulting from the acceptance of the Offer unconditionally and irrevocably attorns to the exclusive jurisdiction of the courts of the Province of Ontario and all courts competent to hear appeals therefrom.
- (e) The Offeror reserves the right to transfer to one or more affiliates of the Offeror the right to purchase all or any portion of the Common Shares deposited pursuant to the Offer, but any such transfer will not relieve the Offeror of its obligations under the Offer and will in no way prejudice the rights of persons depositing Common Shares to receive payment for Common Shares validly deposited and accepted for payment under the Offer.
- (f) In any jurisdiction in which the Offer is required to be made by a licensed broker or dealer, the Offer shall be made on behalf of the Offeror by brokers or dealers licensed under the Laws of such jurisdiction.
- (g) No broker, dealer or other person has been authorized to give any information or make any representation on behalf of the Offeror not contained in the Offer and Circular, and, if given or made, such information or representation must not be relied upon as having been authorized. No broker, dealer or other person shall be deemed to be the agent of the Offeror or the Depositary and Information Agent for the purposes of the Offer.
- (h) The provisions of the Questions and Answers About the Offer, the Glossary, the Circular, this Letter of Transmittal and the Notice of Guaranteed Delivery accompanying the Offer and Circular, including the instructions contained therein, as applicable, form part of the terms and conditions of the Offer.
- (i) The Offeror, in its sole discretion, shall be entitled to make a final and binding determination of all questions relating to the interpretation of the terms and conditions of the Offer (including, without limitation, the satisfaction or waiver of the conditions of the Offer), the Offer and Circular, this Letter of Transmittal and the Notice of Guaranteed Delivery, the validity of any acceptance of the Offer and the validity of any withdrawals of Common Shares.
- (j) The Offer and Circular do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders residing in any jurisdiction in which the making or the acceptance of the Offer would not be in compliance with the Laws of such jurisdiction. However, the Offeror may, in the Offeror's sole discretion, take

such action as the Offeror may deem necessary to make the Offer in any jurisdiction and extend the Offer to Shareholders in any such jurisdiction.

- (k) The Offeror reserves the right to waive any defect in acceptance with respect to any particular Common Shares or any particular Shareholder. There shall be no duty or obligation of the Offeror, the Depositary and Information Agent, or any other person to give notice of any defect or irregularity in the deposit of Common Shares or in any notice of withdrawal and, in each case, no liability shall be incurred or suffered by any of them for failure to give such notice.

12. Lost Certificates

If a certificate representing Common Shares has been lost or destroyed, this Letter of Transmittal should be completed to the extent possible and forwarded, together with a letter describing the loss and a contact telephone number, to the Depositary and Information Agent at its office specified in this Letter of Transmittal. The Depositary and Information Agent will forward a copy to the transfer agent for the Common Shares and such transfer agent will advise the Shareholder of the steps that the Shareholder must take to obtain a replacement certificate for its Common Shares. The foregoing action must be taken sufficiently in advance of the Expiry Time in order to obtain a replacement certificate in sufficient time to permit the Common Shares represented by the replacement certificate to be deposited under the Offer at or prior to the Expiry Time.

13. Assistance

Shareholders should contact the Depositary and Information Agent for assistance in accepting the Offer and in depositing Common Shares with the Depositary and Information Agent. The Depositary and Information Agent, Kingsdale Advisors, can be contacted by telephone toll-free at 1-866-879-7650 within North America and at 1-416-867-2272 outside of North America or by e-mail at contactus@kingsdaleadvisors.com.

The Depositary and Information Agent for the Offer is:



KINGSDALE Advisors

Kingsdale Advisors
The Exchange Tower
130 King St W, Suite #2950,
Toronto, ON M5X 1K6

Outside North America: 1-416-867-2272
North America Toll-Free: 1-866-879-7650
Email: contactus@kingsdaleadvisors.com

Questions or requests for assistance or additional copies of this Letter of Transmittal and the Offer and Circular may be directed to the Depositary and Information Agent at the telephone numbers and location set out above or a broker or dealer for assistance.