

THIS LETTER OF TRANSMITTAL IS FOR USE ONLY IN CONJUNCTION WITH THE PLAN OF ARRANGEMENT INVOLVING THE INX DIGITAL COMPANY, INC., REPUBLIC STRATEGIC ACQUISITION CO LLC AND OPENDEAL INC. (DBA REPUBLIC)

*This Letter of Transmittal must be validly completed, duly executed and returned to Odyssey Trust Company (the "**Depository**") in a timely manner in accordance with the instructions contained herein. The instructions accompanying this Letter of Transmittal should be read carefully before completing this Letter of Transmittal. The Depository (see back page of this Letter of Transmittal for the Depository's address, telephone number and email address) or your financial advisor can assist you in completing this Letter of Transmittal.*

LETTER OF TRANSMITTAL

with respect to the deposit of Common Shares

of



THE INX DIGITAL COMPANY, INC.

Please read the Instructions set out below carefully before completing this Letter of Transmittal.

TO: THE INX DIGITAL COMPANY, INC. (THE "CORPORATION")
AND TO: REPUBLIC STRATEGIC ACQUISITION CO LLC (THE "PURCHASER")
AND TO: OPENDEAL INC. (DBA REPUBLIC) ("REPUBLIC")
AND TO: ODYSSEY TRUST COMPANY (THE "DEPOSITARY")

This letter of transmittal (the "**Letter of Transmittal**") is for use by registered holders of common shares (the "**Shares**") of the Corporation (other than holders of Rollover Shares) in connection with the proposed plan of arrangement (the "**Arrangement**") involving the Corporation, the Purchaser and Republic, all as more particularly described in the accompanying management information circular of the Corporation dated May 9, 2025 (the "**Circular**") with respect to the annual and special meeting of the shareholders of the Corporation (the "**Meeting**") to be held on June 19, 2025 (and any adjournments or postponements thereof) to consider the Arrangement and certain annual general matters.

Capitalized terms used but not defined in this Letter of Transmittal have the respective meanings given to them in the Circular, which is available under the Corporations' profile on SEDAR+ at www.sedarplus.ca.

Under the terms of the Arrangement, the Purchaser, a wholly-owned subsidiary of Republic, will acquire, subject to the terms and conditions of the arrangement agreement dated April 3, 2025, as amended from time to time (the "**Arrangement Agreement**"), among the Corporation, the Purchaser and Republic, all of the issued and outstanding Shares, other than those Shares already owned by Republic, for an aggregate amount of up to US\$54.8 million, where up to US\$18.8 million in consideration will be provided to the Rollover Shareholders, and fixed consideration of US\$36 million will be paid by Republic to the non-Rollover Shareholders. If the Arrangement is completed, each Share (other than Rollover Shares) will be transferred to the Purchaser in exchange for consideration between US\$0.1082 and US\$0.1321 in cash per Share (depending on the total number of Rollover Shares) (the "**Cash Consideration**") and one CVR per Share, subject to any applicable withholding taxes. See the Circular for additional details.

For Registered Shareholders, the Depository (see back page of this Letter of Transmittal for the Depository's address, telephone number, and email address) or your financial advisor can assist you in completing this Letter of Transmittal. In order for a Shareholder to receive the Cash Consideration to which they are entitled pursuant to the Arrangement, such Shareholder is required to deposit with the Depository a properly completed and duly executed Letter of Transmittal, along with the certificates representing Shares or written advices as part of the "book-based" direct registration system ("**DRS Advices**") representing Shares held by them and any other

documents required by the Depositary. After doing so, Shareholders (other than Rollover Shareholders) will receive, subject to the terms of the Arrangement Agreement and the Plan of Arrangement, as more particularly described in the Circular, a cheque or wire payment representing the Cash Consideration to which they are entitled.

COMPLETION OF THE ARRANGEMENT IS SUBJECT TO THE SATISFACTION OF CERTAIN CONDITIONS. NO PAYMENT OF ANY CONSIDERATION WILL BE MADE PRIOR TO THE EFFECTIVE DATE. Reference should be made to the Circular for more information regarding expected timing for completion of the Arrangement.

Shareholders who do not deliver the share certificate(s) and/or, as applicable, DRS Advice(s) representing their Shares and all other required documents to the Depositary on or before the sixth (6th) anniversary of the Effective Date in accordance with this Letter of Transmittal will lose their right to receive any consideration for their Shares.

Please note that the delivery of this Letter of Transmittal, together with your Share certificate(s) or DRS Advice(s), does not constitute a vote in favour of the Arrangement. To exercise your right to vote at the Meeting, you must vote at the Meeting or complete and return the applicable form of proxy that accompanied the Circular in accordance with the instructions contained on that form of proxy. Please see the Circular for further detail about how to vote in respect of the Arrangement. **PLEASE READ CAREFULLY THE CIRCULAR AND THE INSTRUCTIONS SET OUT BELOW BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.** In particular, reference is made to the heading of the Circular "*Certain Canadian Federal Income Tax Considerations*".

THIS LETTER OF TRANSMITTAL IS FOR USE BY REGISTERED HOLDERS OF SHARES (OTHER THAN ROLLOVER SHAREHOLDERS) ONLY.

NON-REGISTERED HOLDERS WHOSE SHARES ARE REGISTERED IN THE NAME OF A BROKER, DEALER, BANK, TRUST COMPANY, CUSTODIAN OR OTHER NOMINEE SHOULD IMMEDIATELY CONTACT SUCH REGISTERED HOLDER FOR ASSISTANCE.

PLEASE COMPLETE EACH OF THE STEPS SET OUT BELOW, IN ORDER, AFTER CAREFULLY READING THE INSTRUCTIONS STARTING ON PAGE 10 OF THIS LETTER OF TRANSMITTAL.

STEP 1: DEPOSIT OF SHARES

The undersigned hereby irrevocably delivers and deposits the enclosed certificate(s) and/or DRS Advices for Shares, the details of which are as follows:

DESCRIPTION OF SHARES DEPOSITED

(if insufficient space, attach a list in the form below)

Number of Shares Deposited	Certificate (if available/applicable) or DRS Holder ID No(s).	Name in which Registered (please print and fill in exactly as name(s) appear on the certificate(s) and/or DRS Advices, if applicable)
Total:		

(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form.)

- ☐ Some or all of my Share certificates have been lost, stolen or destroyed. **(Check box if applicable).**
(Please review Instruction 7 for the procedure in respect of lost, stolen or destroyed certificates.)

STEP 2: REPRESENTATIONS, WARRANTIES, COVENANTS AND ACKNOWLEDGEMENTS

The undersigned:

1. represents and warrants that: (a) the undersigned is the registered and legal owner of the above listed Shares and has good title to the rights represented by the above mentioned certificate(s) and/or DRS Advice(s) representing Shares, free and clear of all liens, charges, encumbrances, claims and equities, together with all rights and benefits; (b) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver such certificate(s) and/or DRS Advice(s) representing the Shares in accordance with the Arrangement and that, when the Cash Consideration to which the undersigned is entitled is received for such Shares by the undersigned, none of the Corporation or the Purchaser or any successors thereto will be subject to any adverse claim in respect of such Shares; (c) all information inserted into this Letter of Transmittal by the undersigned is true, complete and accurate; (d) the Shares have not been sold, assigned or transferred nor has any agreement been entered into to sell, assign or transfer any such deposited Shares to any other person; and (e) the undersigned will not transfer or permit to be transferred any of the deposited Shares;
2. acknowledges that the covenants, representations and warranties of the undersigned contained herein shall survive the completion of the Arrangement;
3. represents and warrants that the Shares listed above represent all of the Shares registered in the name of the undersigned;
4. acknowledges receipt of the Circular;
5. irrevocably constitutes and appoints each director and officer of each of the Corporation, the Purchaser and any other person designated by the Corporation or the Purchaser in writing, the true and lawful agent and attorney of the certificate(s) and/or DRS Advice(s) representing the Shares in the name of and on behalf of the undersigned, to do such acts or take such actions with respect to the exchange of the certificate(s) and/or DRS Advice(s) representing the Shares for the Cash Consideration in accordance with the Arrangement (such power of attorney being deemed to be an irrevocable power coupled with an interest);
6. as at the Effective Time, 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 Shares being deposited and agrees that, except as provided herein, no subsequent authority, other than a proxy granted for use at the Meeting, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Shares being deposited, by or on behalf of the undersigned;
7. directs the Depositary to: (i) if Box G – Wire Payment is not completed, issue or cause to be issued a cheque representing the Cash Consideration to which the holder of such certificate(s) and/or DRS Advice(s) representing the Shares is entitled pursuant to the Arrangement in the name indicated below and to send the cheque as indicated in this Letter of Transmittal; or (ii) if Box G – Wire Payment is completed, issue or cause to be issued a wire payment representing the Cash Consideration to which the holder of such certificate(s) and/or DRS Advice(s) representing the Shares is entitled pursuant to the Arrangement in accordance with the instructions provided in Box G – Wire Payment;
8. acknowledges that each of the Purchaser, Republic, the Corporation, and the Depositary or any other Person that makes a payment under the Arrangement shall be entitled to deduct and withhold from the amounts otherwise payable to any Shareholder, such amounts as the Purchaser, Corporation, Republic or the Depositary determines, acting reasonably, based on advice from counsel, they should deduct and withhold with respect to such payment under the *Income Tax Act* (Canada) and the rules and regulations promulgated thereunder, or any provision of any Law, including any provincial, state, local or foreign tax Law, and shall remit such deduction and withholding amount to the appropriate Governmental Entity. For the purposes hereof, all such withheld amounts will be treated as having been paid to the person in respect of which such deduction and withholding was made on account of the obligation to make payment to such person hereunder, provided that such deducted and withheld amounts are actually remitted to the appropriate Governmental Entity by or on behalf of the Purchaser, Republic, the Corporation, the Depositary, or other Person as the case may be;
9. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of the certificate(s) and/or DRS Advice(s) representing the Shares for the Cash Consideration;
10. acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the

undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned;

11. by virtue of the execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Shares deposited pursuant to the Arrangement will be determined by the Purchaser in its sole discretion and that any such determination shall be final and binding and acknowledges that there shall be no duty or obligation on the Corporation, the Purchaser or the Depositary or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice;
12. acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential tax consequences to it of the Arrangement;
13. by reason of the use by the undersigned of this Letter of Transmittal in the English language, the undersigned acknowledges that he, she or it 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 utilisant une version anglaise de cette lettre d'envoi et formulaire de choix, le soussigné est réputé avoir exigé que tout contrat attesté par l'Arrangement, tel qu'il est accepté au moyen de cette lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en anglais;*
14. acknowledges that, if the Arrangement is completed, the deposit of Shares pursuant to this Letter of Transmittal is irrevocable;
15. acknowledges that if the Arrangement is not completed, or the Arrangement Agreement is terminated, the undersigned directs the Depositary to return the enclosed certificate(s) and/or DRS Advice(s) to the address of the Shareholder indicated below (and if no name, address or delivery instructions are indicated, to the undersigned at the address of the undersigned as shown on the register maintained by the Corporation's transfer agent on its behalf);
16. acknowledges that the Corporation, the Purchaser and/or Republic may be required to disclose personal information in respect of the undersigned and consents to disclosure of personal information in respect of the undersigned to: (i) stock exchanges, including Cboe Canada or securities regulatory authorities; (ii) the Depositary; (iii) any of the parties to the Arrangement; (iv) legal counsel to any of the parties to the Arrangement; and (v) as otherwise required by any applicable Law; and
17. acknowledges that the delivery of the Shares shall be effected, and the risk of loss of such Shares shall pass, only upon proper receipt thereof by the Depositary.

STEP 3: REGISTRATION AND DELIVERY INSTRUCTIONS

All Shareholders must complete this Step.

BOX A – NEW ADDRESS UPDATE To be completed <u>ONLY</u> if you require an address update on Odyssey Trust Company's records. _____ (New Street Address & Number) _____ (New City and Province or State) _____ (New Postal/Zip Code & Country) _____ (Telephone – Business Hours)	BOX B – SPECIAL INSTRUCTIONS To be completed <u>ONLY</u> if the Cash Consideration is to be <u>mailed</u> to an address other than your address of record or the address in Box A. _____ (Street Address & Number) _____ (City and Province or State) _____ (Postal/Zip Code & Country) _____ (Telephone – Business Hours)	BOX C – SIGNATURE (REQUIRED) Dated: _____ _____ (Signature of Shareholder or Authorized Representative) * _____ (Signature of any joint Shareholder) _____ (Name of Shareholder(s)) _____ (Name of Authorized Representative) _____ (Email Address)
BOX D - TRANSFER INSTRUCTIONS To be completed <u>ONLY</u> if the Cash Consideration is to be issued to someone other than the registered Shareholder. Box E must also be completed. _____ (Name) _____ (Street Address and Number) _____ (City and Province or State) _____ (Postal (Zip) Code and Country) _____ (Telephone – Business Hours) _____ (Email Address)		BOX E – SIGNATURE GUARANTEE To be completed <u>ONLY</u> if the Cash Consideration is to be issued to someone other than the registered Shareholder. <i>Signature guaranteed by:</i> _____ (Authorized Signature) _____ (Name of Guarantor) _____ (Telephone – Business Hours)
BOX F – HOLD FOR PICK-UP Hold for pick-up at the office of the Depository where the Shares were deposited: ☐ Calgary ☐ Toronto ☐ Vancouver		

***If the signature is that of a Trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation, or any other person acting in a fiduciary or representative capacity, proof of signing authority dated within 6 months is required.**

BOX G - WIRE PAYMENT*

***PLEASE NOTE THAT THERE IS A \$75 BANKING FEE ON WIRE PAYMENTS. ALTERNATIVELY, CHEQUE PAYMENTS ARE ISSUED AT NO ADDITIONAL COST**

***IF WIRE DETAILS ARE INCORRECT OR INCOMPLETE, THE DEPOSITARY 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 not accepted)**

****City**

****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 ALLBOXES

****Bank Account Number**

Transit/Routing Number

SWIFT Code

ABA (US)

IBAN Number (Europe)

Sort Code (GBP)

BSB Number

BIC Number

Additional Notes and special routing instructions:

**** Mandatory fields**

BOX H – U.S. STATUS

Indicate whether or not you are a U.S. Shareholder (as defined below) or are acting on behalf of a U.S. Shareholder

- ☐ The owner signing below represents that it is not a U.S. Shareholder and is not acting on behalf of a U.S. Shareholder.
- ☐ The owner signing below represents that it is a U.S. Shareholder or is acting on behalf of a U.S. Shareholder.

A "**U.S. Shareholder**" is any Shareholder that is either: (i) a person whose address is located within the United States or any territory or possession thereof or who provides an address to which the Cash Consideration is to be forwarded, if such address 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 9 below.

If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder, then in order to avoid backup withholding of U.S. federal income tax in respect of the gross Cash Consideration, you must provide a properly completed and executed IRS Form W-9 enclosed herein or otherwise provide certification that the U.S. Shareholder is exempt from backup withholding, as provided in the instructions (See Instruction 9).

If you are a U.S. Shareholder but you are not a U.S. person, then you must properly complete and execute an appropriate IRS Form W-8 to avoid backup withholding in respect of the gross Cash Consideration, if any. If you require an IRS Form W-8, please contact the Depository. Such form is also available on the IRS website at www.irs.gov.

U.S. SHAREHOLDERS – CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER

NOTE: FAILURE TO FURNISH YOUR CORRECT TAXPAYER IDENTIFICATION NUMBER MAY RESULT IN A PENALTY IMPOSED BY THE INTERNAL REVENUE SERVICE AND IN BACKUP WITHHOLDING OF 24% OF THE GROSS CASH CONSIDERATION, IF ANY, PAID TO YOU PURSUANT TO THE ARRANGEMENT.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE "APPLIED FOR" IN PART I OF THE ATTACHED IRS FORM W-9.

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate IRS Center or Social Security Administration Office, or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a TIN by the time of payment, 24% of the gross Cash Consideration, if any, paid to me may be withheld.

Signature of U.S. Shareholder: _____

Date: _____

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) In order to be eligible to receive the Cash Consideration under the Arrangement, this Letter of Transmittal properly completed and signed as required by the instructions set forth below, together with accompanying certificate(s) or DRS Advice(s) representing Shares and all other required documents must be received by the Depositary at its offices specified on the back page of this document. In order to receive the Cash Consideration under the Arrangement for the deposited Shares, it is recommended that the foregoing documents be received by the Depositary at the address set forth on the back page of this document as soon as possible.
- (b) The method used to deliver this Letter of Transmittal and any accompanying certificate(s) and/or DRS Advice(s) representing Shares and all other documents that may be required by the Depositary 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 by the Depositary at its offices specified on the back page of this document. It is recommended that the necessary documentation be hand delivered to the Depositary, at its office specified on the back page of this document, and a receipt obtained. However, if such documents are mailed, it is recommended that registered mail be used and that proper insurance be obtained and a return receipt requested.

2. Registration and Delivery Instructions

The box entitled "BOX C – SIGNATURE" must be completed by all Shareholders. If Box D – Transfer Instructions is not completed, the Cash Consideration will be issued in the name of the registered holder of the Shares and if neither Box A – New Address Update or Box B – Special Instructions is completed, the cheque representing the Cash Consideration will be mailed to the address of the registered holder of the Shares as it appears on the register of the Shares (unless you have completed Box F – Hold for Pickup or Box G – Wire Instructions). Any cheques mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.

3. Signatures

- (a) This Letter of Transmittal must be validly completed and duly signed by the Shareholder or by such Shareholder's duly authorized representative (in accordance with instruction 5 "*Fiduciaries, Representatives and Authorizations*" below) under Box C - Signature.
- (b) If this Letter of Transmittal is signed by the registered holder(s) of the accompanying certificate(s) or DRS Advice(s) representing Shares, 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) or DRS Advice(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such transmitted certificate(s) or DRS Advice(s) are owned by two or more joint holders, all such holders must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Shares or if the cheque or wire payment representing the Cash Consideration is to be issued to a person other than the registered holder(s):
 - (i) such deposited certificate(s) or DRS Advice(s) representing Shares must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered holder(s); and
 - (ii) the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered holder(s) as registered or as appearing on the certificate(s) or DRS Advice(s) representing Shares and must be guaranteed as noted in instruction 4 "*Guarantee of Signatures*" below.

4. Guarantee of Signatures

If the cheque or wire payment representing the Cash Consideration is to be issued to a person other than the name of the registered holder(s) of the Shares, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depositary (except that no guarantee is required if the signature is that of an Eligible Institution).

An "**Eligible Institution**" means a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP), or a member of the New York Stock Exchange Inc., or a member of a Medallion Signature Program (MSP). Participants of these programs are usually members of a recognized stock exchange in Canada and/or the United States,

members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. Alternatively, a Signature Guarantee from Bank of Nova Scotia, RBC and TD, is acceptable.

5. **Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal or any certificate or share transfer or power of attorney is executed by a person as an executor, administrator, trustee, guardian, attorney-in-fact, or agent or on behalf of a corporation, partnership or association or is executed by any other person acting in a fiduciary or representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Any of the Corporation, the Purchaser, or the Depositary, at their sole discretion, may require additional evidence of such person's authority or additional documentation.

6. **Miscellaneous**

- (a) No Shareholder (other than Rollover Shareholders) shall be entitled to receive any consideration with respect to the Shares held by the Shareholder other than the Cash Consideration and one CVR per Share under the Arrangement.
- (b) If the space on this Letter of Transmittal is insufficient to list all certificates or DRS Advices representing Shares, additional certificate numbers and/or DRS Advice Account Number(s), as applicable, and the number of Shares represented thereby may be included on a separate signed list affixed to this Letter of Transmittal.
- (c) If Shares are registered in different forms (e.g. "John Doe" and "J. Doe"), a separate Letter of Transmittal must be signed for each different registration.
- (d) No alternative, conditional or contingent deposits will be accepted. All depositing Shareholders by execution of this Letter of Transmittal (or a copy thereof) waive any right to receive any notice by the Depositary.
- (e) The undersigned as the holder of the Shares that are the subject of this Letter of Transmittal hereby unconditionally and irrevocably attorns to the non-exclusive jurisdiction of the courts of the Province of Ontario and the courts of appeal therefrom.
- (f) Additional copies of the Letter of Transmittal may be obtained on request and without charge from the Depositary at their offices at the address listed on the back page of this document. A copy of this Letter of Transmittal is also available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.
- (g) Before completing this Letter of Transmittal, you are urged to read the accompanying Circular and discuss any questions with your financial, legal and/or tax advisors.

7. **Lost Certificates**

In the event any certificate which immediately prior to the Effective Time represented an interest in outstanding Shares that were transferred or cancelled has been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such certificate to be lost, stolen or destroyed, the Depositary will issue in exchange for such lost, stolen or destroyed certificate, the consideration deliverable in accordance with such Shareholder's Letter of Transmittal and the Plan of Arrangement. When authorizing such payment in exchange for any lost, stolen or destroyed certificate, the Person to whom such consideration is to be delivered shall as a condition precedent to the delivery of such consideration, give a bond satisfactory to the Corporation, the Purchaser and the Depositary (acting reasonably) in such sum as the Purchaser may direct, or otherwise indemnify the Corporation, the Purchaser and the Depositary in a manner satisfactory to the Corporation, the Purchaser and the Depositary, acting reasonably, against any claim that may be made against the Corporation, the Purchaser, or the Depositary with respect to the certificate alleged to have been lost, stolen or destroyed. Shareholders whose certificates are valued under \$200,000 and have been lost, stolen or destroyed, may participate in Odyssey's blanket bond program with Travelers Insurance Company of Canada. By completing the checkbox under Step 1 above, Odyssey will provide the require form(s) and instructions to do so.

8. **Cessation of Rights**

If any former Shareholder fails to deliver to the Depositary the certificates, documents or instruments required to be delivered to the Depositary under the Arrangement in order for such former Shareholder to receive the Cash Consideration which such former Shareholder is entitled to receive pursuant to the Arrangement, on or before the sixth anniversary of the Effective Date, on the sixth anniversary of the Effective Date (i) such former Shareholder will be deemed to have donated and forfeited to the Purchaser or its

successor any Cash Consideration held by the Depositary in trust for such former Shareholder to which such former Shareholder is entitled and (ii) any certificate formerly representing Shares held by such former Shareholder will cease to represent a claim of any nature whatsoever and will be deemed to have been surrendered to the Purchaser and will be cancelled. Neither the Corporation nor the Purchaser, or any of their respective successors, will be liable to any person in respect of any Cash Consideration (including any consideration previously held by the Depositary in trust for any former Shareholder which is forfeited to the Corporation or the Purchaser or delivered to any public official pursuant to any applicable abandoned property, escheat or similar Law).

Any payment made by way of cheque by the Depositary pursuant to the Arrangement that has not been deposited or has been returned to the Depositary or that otherwise remains unclaimed, in each case, on or before the sixth anniversary of the Effective Date, and any right or claim to payment under the Arrangement that remains outstanding on the sixth anniversary of the Effective Date, will cease to represent a right or claim of any kind or nature and the right of applicable former Shareholder to receive the Consideration or other payment pursuant to the Arrangement will terminate and be deemed to be surrendered and forfeited to the Purchaser or Corporation, as applicable, for no consideration.

9. U.S. Shareholders and Backup Withholding

To prevent United States federal backup withholding tax from applying to the gross Cash Consideration, if any, paid to a U.S. Shareholder (or any person acting on behalf of a U.S. Shareholder) pursuant to the Arrangement, each “U.S. person” (as defined below) must provide his, her or its correct U.S. Taxpayer Identification Number, or TIN (or the TIN of the person on whose behalf you are acting), and certain other information, by completing the enclosed IRS Form W-9. If a completed IRS Form W-9 is not provided, or if the correct TIN is not provided on such form, or if any other information is not correctly provided, the gross Cash Consideration, if any, paid with respect to the Shares may be subject to backup withholding by the Depositary (currently at the rate of 24%).

For the purposes of this Letter of Transmittal, “U.S. person” means: a beneficial owner of Shares that, for United States federal income tax purposes, is (a) a citizen or resident of the United States, (b) a corporation, or other entity classified as a corporation for United States federal income tax purposes, that is created or organized in or under the laws of the United States or any state in the United States, including the District of Columbia or otherwise classified as a domestic corporation for U.S. federal income tax purposes, (c) an estate if the income of such estate is subject to United States federal income tax regardless of the source of such income, (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for United States federal income tax purposes or (ii) a United States court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust, or (e) a partnership, limited liability company or other entity classified as a partnership for United States tax purposes that is created or organized in or under the laws of the United States or any state in the United States, including the District of Columbia.

If the enclosed IRS Form W-9 does not apply to a U.S. Shareholder because such holder is not a U.S. person for United States federal income tax purposes but provided a mailing address in the United States, such holder will instead need to submit a properly completed IRS Form W-8ECI, W-8IMY, W-8BEN or W-8BEN-E, as appropriate, signed under penalties of perjury. An appropriate IRS Form W-8 may be obtained from the Depositary or from the IRS website (www.irs.gov).

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 timely furnished to the IRS.

Certain persons (including, among others, corporations, certain “not-for-profit” organizations, and certain non-U.S. persons) are not subject to backup withholding.

The TIN for an individual United States citizen or resident is the individual’s social security number or individual taxpayer identification number.

If a Shareholder that is a U.S. person has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future, then such Shareholder should write “Applied For” in Part I of the IRS Form W-9. A Shareholder that is a U.S. person waiting for a TIN to be issued or has not specified a TIN in the completed IRS Form W-9 must provide a TIN within 60 days, otherwise the gross Cash Consideration, if any, paid with respect to the Shares may be subject to backup withholding (currently at the rate of 24%) by the Depositary.

Failure to furnish TIN — If you fail to furnish your correct TIN, you may be subject to a penalty of U.S. \$50.00 for each such failure (in addition to the backup withholding, as discussed above) unless your failure is due to reasonable cause and not to willful neglect.

Each U.S. Shareholder is urged to consult his, her or its own U.S. tax advisor to determine whether such holder is required to furnish an IRS Form W-9, is exempt from backup withholding and information reporting, or is required to furnish an IRS Form W-8.

The Depositary is:

Odyssey Trust Company

Deliver by Registered Mail, Mail, Hand, or Courier to:

Trader's Bank Building
702 – 67 Yonge Street
Toronto ON M5E 1J8
Attention: Corporate Actions

Inquiries:

Telephone: **(587) 885-0960**
E-Mail: **corp.actions@odysseytrust.com**

Any questions and requests for assistance may be directed to the Depositary at the telephone number or e-mail set out above.

At Odyssey Trust Company, we take your privacy seriously. When providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you or an issuer in which you hold securities, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, securities ownership information and other financial information. With respect to both current and former customers, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic, and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information, and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at www.odysseytrust.com, or you may request a copy in writing Attn: Chief Privacy Officer, Odyssey Trust Company at 350 – 409 Granville St, Vancouver, BC, V6C 1T2.

FORM W-9

Form W-9 (Rev. March 2024) Department of the Treasury Internal Revenue Service	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.
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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. ☐ Individual/sole proprietor ☐ C corporation ☐ S corporation ☐ Partnership ☐ Trust/estate ☐ 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. ☐ Other (see instructions) _____		4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____ (Applies to accounts maintained outside the United States.)
	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 ☐		
	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 <i>How to get a TIN</i> , later. Note: If the account is in more than one name, see the instructions for line 1. See also <i>What Name and Number To Give the Requester</i> for guidelines on whose number to enter.	Social security number <table><tr><td></td><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> or Employer identification number <table><tr><td></td><td></td><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td><td></td><td></td></tr></table>					-												-					
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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	<table><tr><td>Signature of U.S. person</td><td>Date</td></tr></table>	Signature of U.S. person	Date
Signature of U.S. person	Date		

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	Individual/sole proprietor.
• Sole proprietorship	
• LLC classified as a partnership for U.S. federal tax purposes or	Limited liability company and enter the appropriate tax classification:
• LLC that has filed Form 8832 or 2553 electing to be taxed as a corporation	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.

