

This Letter of Transmittal is for use in connection with the amalgamation of Osum Oil Sands Corp. and WEF Osum Acquisition Corp., a corporation wholly-owned by Waterous Energy Fund (Canadian) LP, Waterous Energy Fund (US) LP, Waterous Energy Fund (International) LP, WEF Osum Co-Invest I LP, WEF Osum Co-Invest II LP and WEF Osum Co-Invest III LP, referred to below. The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed. The Depositary (as defined herein), your broker or other financial advisor can assist you in completing this Letter of Transmittal (see the back page of this document for addresses and telephone numbers). You are also strongly encouraged to read the accompanying Circular (as defined herein) before completing this Letter of Transmittal.

LETTER OF TRANSMITTAL

for deposit of common shares of

OSUM OIL SANDS CORP.

pursuant to the amalgamation of Osum Oil Sands Corp. and

WEF OSUM ACQUISITION CORP.

a corporation wholly-owned by

**WATEROUS ENERGY FUND (CANADIAN) LP, WATEROUS ENERGY FUND (US) LP,
WATEROUS ENERGY FUND (INTERNATIONAL) LP, WEF OSUM CO-INVEST I LP, WEF
OSUM CO-INVEST II LP AND WEF OSUM CO-INVEST III LP**

This Letter of Transmittal (this "**Letter of Transmittal**") is for use by holders ("**Osum Shareholders**") of common shares ("**Osum Shares**") of Osum Oil Sands Corp. ("**Osum**") in connection with a proposed amalgamation ("**Amalgamation**") of Osum and WEF Osum Acquisition Corp. ("**WOAC**"), a corporation wholly-owned by Waterous Energy Fund (Canadian) LP, Waterous Energy Fund (US) LP, Waterous Energy Fund (International) LP, WEF Osum Co-Invest I LP, WEF Osum Co-Invest II LP and WEF Osum Co-Invest III LP (collectively, "**WEF**"), substantially on the terms and conditions provided for in an amalgamation agreement dated April 6, 2021 between Osum and WOAC (the "**Amalgamation Agreement**"), a copy of which is attached as Appendix B to the management proxy circular ("**Circular**") of Osum dated April 6, 2021.

Capitalized terms used but not defined in this Letter of Transmittal shall have the meanings given to them in the Circular. This Letter of Transmittal, or a manually signed facsimile thereof, properly completed and duly executed as required by the instructions set out herein, together with all other required documents, must accompany the certificate(s) representing Osum Shares and be submitted in accordance with the instructions contained herein in order for such Osum Shareholders to receive the Redemption Consideration (as defined below and described in the Circular).

The terms and conditions of the Amalgamation Agreement are incorporated by reference in this Letter of Transmittal. Pursuant to the Amalgamation Agreement, the following shall, among other things, occur on the Effective Date: (i) each issued and outstanding Osum Share (other than those held by WOAC, WEF and any Dissenting Shareholders) shall be converted into one Series A Preferred Share ("**Amalco Redeemable Preferred Shares**") of the amalgamated corporation ("**Amalco**") (each of which will be redeemed for \$3.00 in cash (the "**Redemption Consideration**") immediately following the issuance of the Amalco Redeemable Preferred Shares at the Effective Time); (ii) each issued and outstanding Osum Share held by WOAC shall be cancelled; (iii) each issued and outstanding Osum Share held by WEF shall be converted into 0.999999 Amalco Common Share; (iv) each issued and outstanding Common Share of WOAC shall be converted into 0.000001 Amalco Common Share; and (v) each issued and outstanding Osum Share held by each Dissenting Shareholder (as defined in the Circular) shall be cancelled and each

Dissenting Shareholder shall become entitled to be paid the fair value of such Osum Shares in accordance with the ABCA.

As described in the accompanying Circular, immediately following the Effective Time of the Amalgamation, the Amalco Redeemable Preferred Shares will be redeemed by Amalco for the Redemption Consideration per Amalco Redeemable Preferred Share held.

Kingsdale Advisors (the "**Depository**"), or your broker or other financial advisor, can assist you in completing this Letter of Transmittal (see back page of this document for addresses and telephone numbers). Persons whose Osum Shares are registered in the name of a broker, dealer, bank, trust company or other nominee should immediately contact such registered holder for assistance. Osum Shareholders will not be required to pay any fee or commission if they deposit their Osum Shares directly with the Depository. However, a broker or other nominee through whom an Osum Shareholder owns Osum Shares may charge a fee to validly deposit any such Osum Shares on behalf of the Osum Shareholder. Osum Shareholders should consult their broker, dealer, bank, trust company or other nominee to determine whether any charges will apply.

Osum Shareholders and holders of Amalco Redeemable Preferred Shares ("Amalco Shareholders") should carefully consider the income tax consequences associated with the Amalgamation, including the requirement for Osum Shareholders and Amalco Shareholders who are non-resident of Canada to obtain a clearance certificate under Section 116 of the Tax Act. Certain tax considerations are discussed in the Circular, under the heading "Certain Canadian Federal Income Tax Considerations" and Instruction 6 of this Letter of Transmittal, "Non-Resident Holders Section 116 Certificates". All Osum Shareholders and Amalco Shareholders are urged to consult their own tax and legal advisors as to the application of Canadian or other foreign income tax laws, as applicable, to their particular circumstances.

Please read carefully the Circular, the Amalgamation Agreement and the instructions set forth below before completing this Letter of Transmittal. Delivery of this Letter of Transmittal to an address other than the address set forth on the back page of this Letter of Transmittal will not constitute a valid delivery. If Osum Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different registered Osum Shareholder.

TO: Osum Oil Sands Corp.

AND TO: WEF Osum Acquisition Corp.

AND TO: Kingsdale Advisors, as Depository, at its applicable office set out herein

The undersigned delivers to you the enclosed certificate(s) for Osum Shares and, subject only to the provisions of the Amalgamation Agreement, irrevocably agrees to deliver and surrender such Osum Shares upon the terms and conditions contained in the Amalgamation Agreement. The following are the details of the enclosed certificate(s):

| BOX 1 | | | |
|--|--|---|--|
| DESCRIPTION OF OSUM SHARES DEPOSITED | | | |
| (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 and Address of Registered Holder of Osum Shares (please print) | Number of Osum Shares Represented by Certificate | Number of Osum Shares Deposited |
| | | | |
| | | | |
| | | | |
| TOTAL: | | | |

This Letter of Transmittal and the accompanying Circular do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. Neither the delivery of this Letter of Transmittal nor the accompanying Circular constitutes an offer of securities, nor will any securities be issued, transferred or delivered to Osum Shareholders in any jurisdiction in which the issue, transfer or delivery of such securities would not be in compliance with the laws of such jurisdiction or would require the registration or qualification of the Amalco Redeemable Preferred Shares under any securities laws.

THE AMALCO REDEEMABLE PREFERRED SHARES ISSUED IN CONNECTION WITH THE AMALGAMATION HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

The Redemption Consideration payable upon the immediate redemption of the Amalco Redeemable Preferred Shares will be paid in Canadian dollars.

The undersigned instructs the Depository, upon the redemption of Amalco Redeemable Preferred Shares, to mail the cheques, if any, to which the undersigned is entitled, by first class mail or postage prepaid, in accordance with the instructions given herein, or in the case of payments in excess of \$25 million, make payment by wire transfer, as set out in this Letter of Transmittal.

Pursuant to rules of Payments Canada, a \$25 million ceiling has been established on cheques, bank drafts and other paper-based payments processed through Canada's clearing system. As a result, any payment to an Osum Shareholder in excess of \$25 million will be effected by the Depositary by wire transfer in accordance with the Large Value Transfer System Rules established by Payments Canada. Accordingly, settlement with the undersigned involving a payment in excess of \$25 million, if applicable, will be made only in accordance with wire transfer instructions provided by the undersigned to the Depositary in writing. In the event wire transfer instructions are required as set out above, the Depositary will contact the Osum Shareholder promptly following the Effective Date for purposes of obtaining wire transfer instructions. Any delay in payment by the Depositary resulting from the provision by the undersigned of wire transfer instructions will not entitle the Osum Shareholder to interest or other compensation in addition to the amounts to which the Osum Shareholder is entitled pursuant to the Amalgamation.

If a Osum Shareholder (other than WOAC, WEF and any Dissenting Shareholders) fails to deliver and surrender to the Depositary all share certificate(s) representing such Osum Shareholder's Osum Shares, together with a duly completed and executed Letter of Transmittal, the funds owing to such person as a result of the redemption by Amalco of the Amalco Redeemable Preferred Shares held by such holder as a result of the Amalgamation will be held by the Depositary or any other party designated by Amalco until the share certificate(s) and Letter of Transmittal have been received by the Depositary. No interest will be paid on any such outstanding amounts. All remaining funds not released to former Osum Shareholders on or before the last Business Day prior to the third anniversary of the Effective Date will be returned to Amalco or any successor thereof and such former Osum Shareholders shall cease to have any rights.

The undersigned:

1. represents and warrants that the undersigned is the legal owner of the above listed Osum Shares and has good title to the rights represented by the above-mentioned certificate(s) representing such Osum Shares, free and clear of all liens, charges, encumbrances, claims and equities and together with all rights and benefits, and has full power and authority to deposit such certificate(s) in accordance with the Amalgamation;
2. represents and warrants that the Osum Shares listed above represent all of the Osum Shares owned by the undersigned;
3. represents and warrants that the information provided hereunder is true, accurate and complete as of the date hereof;
4. acknowledges receipt of the Circular;
5. irrevocably constitutes and appoints each director and officer of Osum, and any other person designated by Osum in writing, the true and lawful agent and attorney of the certificate(s) representing the Osum 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 such certificate(s) for the Redemption Consideration in accordance with the Amalgamation Agreement (such power of attorney being deemed to be an irrevocable power coupled with an interest);
6. directs the Depositary to pay or cause to be paid the Redemption Consideration to which the undersigned is entitled on completion of the Amalgamation and subsequent redemption of the

Amalco Redeemable Preferred Shares in the name indicated below, and to send the Redemption Consideration to the address, or hold the same for pickup, as indicated in this Letter of Transmittal;

7. 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 certificate(s) representing the Osum Shares for the Redemption Consideration;
8. 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 or 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;
9. acknowledges and agrees that Osum, WOAC, WEF, Amalco or the Depositary shall be entitled to deduct and withhold from any consideration deliverable to the undersigned pursuant to the Amalgamation such amount as Osum, WOAC, WEF, Amalco or the Depositary is required to deduct and withhold with respect to such payment under the Tax Act, the United States Internal Revenue Code of 1986 or any provision of federal, provincial, territorial, state, local or foreign tax law, in each case, as amended and that to the extent that amounts are so withheld, such amounts shall be treated for all purposes hereof as having been paid to the undersigned in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority;
10. by virtue of execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Osum Shares pursuant to the Amalgamation will be determined by Osum (or its successor) and the Depositary in their sole discretion and that such determination shall be final and binding and acknowledges there shall be no duty or obligation on Osum (or its successor), 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; and
11. if the Amalgamation is not completed and the Amalgamation Agreement is terminated, or Osum or WOAC terminate their obligations thereunder pursuant to its terms, the undersigned directs the Depositary to return the enclosed certificates representing the Osum Shares to the address of the Osum Shareholder indicated below by first class mail.

SHAREHOLDER INFORMATION AND INSTRUCTIONS

Before signing this Letter of Transmittal, please review carefully and complete the following boxes, as appropriate.

| |
|---|
| <p style="text-align: center;">BLOCK A PAYMENT INSTRUCTIONS ISSUE CHEQUE(S) IN THE NAME OF: <i>(please print or type)</i></p> |
| (Name) |
| (Street Address and Number) |
| (City and Province or State) |
| (Country and Postal or Zip Code) |
| (Telephone – Business Hours) |
| (Tax Identification, Social Insurance or Social Security Number) |

| |
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| <p style="text-align: center;">BLOCK B DELIVERY INSTRUCTIONS SEND CHEQUE TO: <i>(please print or type)</i></p> <p><input type="checkbox"/> Same as address in Block A or to:</p> |
| (Name) |
| (Street Address and Number) |
| (City and Province or State) |
| (Country and Postal or Zip Code) |
| (Telephone – Business Hours) |
| (Tax Identification, Social Insurance or Social Security Number) |

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| <p style="text-align: center;">BLOCK C CANADIAN WITHHOLDING TAX</p> <p>The following certifications assume that the undersigned is either (i) the beneficial holder of the Osum Shares deposited (the "Beneficial Owner"), or (ii) holds the Osum Shares deposited on behalf of one or more Beneficial Owners:</p> <p><i>All Osum Shareholders must complete the following. See Instruction 6.</i></p> <p>The undersigned certifies that the Beneficial Owner(s) (please check one box only):</p> <p><input type="checkbox"/> is (are all) resident in Canada for the purposes of the <i>Income Tax Act</i> (Canada) (the "Tax Act") or, if a partnership, is a "Canadian partnership" for the purposes of the Tax Act.</p> <p><input type="checkbox"/> is (are all) not resident in Canada for the purposes of the Tax Act or, if a partnership, is not a "Canadian partnership" for the purposes of the Tax Act.</p> |
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BLOCK D

STATUS AS U.S. SHAREHOLDER

TO BE COMPLETED BY ALL SHAREHOLDERS BY SELECTING ONE BOX BELOW

(See Instruction 5)

Indicate whether you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder:

- The person signing on Block E represents that it is not a U.S. Shareholder and is not acting on behalf of a U.S. Shareholder.
- The person signing on Block E is a U.S. Shareholder or is acting on behalf of a U.S. Shareholder.

A "U.S. Shareholder" is any holder of Osum Shares that is either (a) providing an address in Block A or B that is located within the United States or any territory or possession thereof or (b) that is a U.S. Person for Tax Purposes as described in Instruction 5.

If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder then in order to avoid possible U.S. backup withholding, you must generally complete the Form W-9 attached as Appendix A hereto or the appropriate IRS Form W-8, as provided in Instruction 5.

SHAREHOLDER SIGNATURE

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

This Letter of Transmittal must be signed below by the registered Osum Shareholder(s) exactly as the name(s) appear(s) on the certificate(s) representing the Osum Shares, or on a security position listing or by person(s) authorized to become registrant holder(s) by certificate(s) and documents transmitted herewith, or, pursuant to Instruction 4, by a fiduciary or authorized representative.

**BLOCK E
SIGNATURE GUARANTEE**

| | |
|--|---|
| Signature guaranteed by (if required under Instruction 3): | Dated: _____ |
| _____ Authorized Signature of Guarantor | _____ Signature of Osum Shareholder or authorized representative (see Instructions 2, 3 and 4) |
| _____ Name of Guarantor (please print or type) | _____ Name of Osum Shareholder or Authorized Representative (please print or type) |
| _____ Address of Guarantor (please print or type) | _____ Daytime telephone number of Osum Shareholder or authorized representative |
| _____ | _____ Email Address of Osum Shareholder of authorized representative |
| _____ | _____ Tax Identification, Social Insurance or Social Security Number |
| _____ | _____ Address |

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) To receive payment of the Redemption Consideration, this Letter of Transmittal, properly completed and duly executed, with the signature(s) guaranteed if required in accordance with Instruction 3 below, and all other documents required by the terms of the Amalgamation and this Letter of Transmittal, together with the accompanying certificate(s) representing the Osum Shares, must be physically received by the Depositary at the Toronto, Ontario office address indicated on the back page of this Letter of Transmittal on or before the last Business Day prior to the third anniversary of the Effective Date.
- (b) The method used to deliver this Letter of Transmittal, any accompanying certificate(s) representing Osum Shares and all other required documents is at the option and risk of the Osum Shareholder depositing these documents. It is recommended that these documents be delivered by courier to the Depositary and that a receipt be obtained or, if mailed, that registered mail, with return receipt requested, be used and that proper insurance be obtained. Delivery will only be effective upon actual physical receipt by the Depositary at either of the addresses indicated on the back page of this Letter of Transmittal.
- (c) Osum Shareholders whose Osum Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should immediately contact such nominee with respect to any information on their deposited Osum Shares.

2. Signatures

No signature guarantee is required on this Letter of Transmittal if:

- (a) this Letter of Transmittal is signed by the registered holder of Osum Shares exactly as the name of the registered holder appears on the certificate(s) representing the Osum Shares deposited herewith, and the Redemption Consideration payable upon the immediate redemption of the Amalco Redeemable Preferred Shares is to be delivered directly to such registered holder; or
- (b) Osum Shares are deposited for the account of an Eligible Institution (as defined herein).

In all other cases, all signatures on this Letter of Transmittal must be guaranteed by an Eligible Institution. If a certificate representing Osum Shares is registered in the name of a person other than the signatory of this Letter of Transmittal or if the Redemption Consideration is to be delivered to a person other than the registered holder, the certificate must be endorsed or accompanied by an appropriate power of attorney, in either case, signed exactly as the name of the registered holder appears on the certificate with the signature on the certificate or power of attorney guaranteed by an Eligible Institution.

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

3. Guarantee of Signatures

If this Letter of Transmittal is executed by a person other than the registered holder(s) of the Osum Shares or if the cheque (except for payments in excess of \$25 million, which will be made by wire transfer,

as set out in this Letter of Transmittal) in respect of the payment of the Redemption Consideration is to be issued to a person other than such registered holder(s) or sent to an address other than the address of the registered holder(s) as shown on the registers of Osum or if payment is to be issued in the name of a person other than the registered holder(s) of the Osum Shares, such signature(s) must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

4. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal or any share certificate 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 Osum (or its successor) or the Depository, in its sole discretion, may require additional evidence of authority or additional documentation. Representatives are encouraged to contact the Depository, Kingsdale Advisors, for any additional requirements before submitting requests by mail.

5. Important Tax Information for U.S. Shareholders

To prevent backup withholding on any payment made to a U.S. Shareholder (or person acting on behalf of a U.S. Shareholder) by or through a U.S. paying agent or other U.S. intermediary with respect to the Osum Shares tendered, you are required, if you are a U.S. Person for Tax Purposes (as defined herein), to notify us of your current U.S. taxpayer identification number, "**TIN**," (or the TIN of the person on whose behalf you are acting) and certify, under penalties of perjury, that such TIN is correct, that you are not subject to backup withholding and that you are a U.S. Person for Tax Purposes, by properly completing and executing the Form W-9 attached as Appendix A hereto as described more fully below. The TIN is generally the U.S. Social Security number or the U.S. federal employer identification number of the U.S. Person for Tax Purposes. The U.S. Person for Tax Purposes is required to furnish the TIN of the registered owner of the Osum Shares. The instructions on page 4 of the Form W-9 explain the proper certification to use if the Osum Shares are registered in more than one name or are not registered in the name of the actual owner. If you are a U.S. Shareholder that is not a U.S. Person for Tax Purposes who receives any payment by or through a U.S. paying agent or other U.S. intermediary, you may be subject to backup withholding unless you furnish the appropriate, properly completed and executed Internal Revenue Service ("**IRS**") Form W-8BEN or Form W-8BEN-E (or other applicable form). A Form W-9 is attached as Appendix A hereto. A Form W-8BEN or Form W-8BEN-E (or other applicable form) can be obtained at the IRS website (www.irs.gov).

Backup withholding is not an additional tax. Amounts withheld are creditable against the U.S. Shareholder's regular U.S. federal income tax liability, and any amount over-withheld generally will be refundable to the U.S. Shareholder, in each case, if the U.S. Shareholder properly files a U.S. federal income tax return in a timely manner.

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

You are a "**U.S. Person for Tax Purposes**" if you are, for U.S. federal income tax purposes: (a) a citizen or a resident of the United States (including a U.S. resident alien); (b) a partnership, corporation, company, or association created or organized in the United States or under the laws of the United States (or any state thereof, including the District of Columbia); (c) an estate whose income is subject to U.S. federal income tax regardless of its source; or (d) a trust if a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust (or certain other electing trusts).

Certain U.S. Persons for Tax Purposes (including corporations and certain tax-exempt organizations) are exempt from backup withholding and reporting requirements. Such exempt holders should indicate their exempt status by entering in the correct "Exempt payee code" on line 4 in IRS Form W-9. See the instructions beginning on page 2 of the Form W-9 attached as Appendix A hereto for additional instructions. **Each U.S. Shareholder is urged to consult his or her own tax advisor to determine whether, in connection with the Amalgamation, such holder is exempt from backup withholding and information reporting.**

Failure to provide the required information on the Form W-9 attached as Appendix A hereto or to provide a Form W-8BEN or Form W-8BEN-E, as applicable, may subject the U.S. Shareholder to penalties imposed by the IRS and backup withholding of all or a portion of any payment. Serious penalties may be imposed for providing false information which, if wilfully done, may result in fines and/or imprisonment.

Please note that the foregoing certifications do not exempt any holder from any compensation-related or other withholding that may be required. Payments that are treated as wages will be subject to all applicable wage withholding, regardless of whether a Form W-9 or applicable Form W-8 is provided.

Taxes withheld from the consideration paid pursuant to the Amalgamation will be treated for all purposes as having been paid to the persons with respect to whom such amounts were withheld.

ANY OSUM SHAREHOLDER WHO IS A U.S. PERSON FOR TAX PURPOSES AND WHO FAILS TO PROPERLY COMPLETE THE FORM W-9 ATTACHED AS APPENDIX A HERETO, AND ANY U.S. SHAREHOLDER WHO IS NOT A U.S. PERSON FOR TAX PURPOSES AND WHO FAILS TO PROPERLY COMPLETE THE APPROPRIATE FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY 28%) WITH RESPECT TO ALL OR A PORTION OF PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE AMALGAMATION AND MAY BE SUBJECT TO PENALTIES.

6. Non-Resident Holders Section 116 Certificates

Each Osum Shareholder and Amalco Shareholder who, at all relevant times for purposes of the Tax Act, is neither resident nor deemed to be resident in Canada (a "**Non-Resident Holder**") may deliver or cause to be delivered to Osum or Amalco (collectively, the "**Purchaser**") on or before the date of the Amalgamation, a certificate issued by the Minister of National Revenue under Section 116 of the Tax Act (a "**116 Certificate**") in respect of the disposition of its Osum Shares or Amalco Redeemable Preferred Shares, as the case may be (the "**116 Shares**"). Delivery of the 116 Certificate to the Purchaser may be made to Osum Oil Sands Corp., Suite 1900, 255 – 5th Avenue S.W., Calgary, AB T2P 3G6 and concurrently to the Depository at Kingsdale Advisors, The Exchange Tower, 130 King Street West, Suite 2950, Toronto, ON M5X 1E2.

The Purchaser shall be entitled to withhold, twenty-five percent (25%) of the aggregate Redemption Consideration payable to that Non-Resident Holder, or in the case of a Non-Resident Holder that is a Dissenting Shareholder, twenty-five percent (25%) of the fair value, for the 116 Shares (the "**116 Consideration**") from the amount payable to that Non-Resident Holder, such withheld cash amount to be held and remitted in accordance with the terms of this Instruction 6. Any amount withheld by the Purchaser from the 116 Consideration shall be paid or delivered by the Purchaser to the Depository, on the condition that such cash amounts shall be held by the Depository in trust for the benefit of the Non-Resident Holder in respect of which such amounts are withheld by the Purchaser for payment to such Non-Resident Holder or the Receiver General for Canada, as described in this Instruction 6.

Where the Purchaser has withheld any amount under this Instruction 6 and the Non-Resident Holder in respect of which such amounts were withheld and deposited, delivers to the Purchaser, a 116 Certificate, subject to this Instruction 6, the Depository shall pay forthwith to the Receiver General for Canada, for the account of the Non Resident Holder in accordance with section 116 of the Tax Act, twenty-five percent (25%) of the amount, if any, by which the 116 Consideration exceeds the certificate limit fixed

by the Minister of National Revenue in such certificate and pay or deliver forthwith to the Non-Resident Holder any remaining amount that the Purchaser has withheld and paid to the Depositary in respect of such 116 Shares.

Where the Purchaser has withheld any amount under this Instruction 6 and the Non-Resident Holder in respect of which such amounts were withheld does not deliver to the Purchaser, on or prior to the day that is 28 days after the end of the month in which the Amalgamation occurs, a 116 Certificate, subject to this Instruction 6, the Depositary shall pay forthwith to the Receiver General for Canada, for the account of the Non-Resident Holder in accordance with section 116 of the Tax Act, the amount the Purchaser has withheld and paid to the Depositary in respect of such 116 Shares.

Notwithstanding this Instruction 6, where the Purchaser has withheld any amount under this Instruction 6 and either a 116 Certificate with a certificate limit below the 116 Consideration is delivered to the Purchaser or no 116 Certificate has been delivered to the Purchaser, no amount shall be paid by the Purchaser to the Receiver General for Canada if the Non-Resident Holder delivers to the Purchaser, on or prior to the day that is 28 days after the end of the month in which the Amalgamation occurs, a comfort letter or other evidence satisfactory to the Purchaser (acting reasonably) issued by the Canada Revenue Agency extending the time period under which the Purchaser shall remit an amount in respect of the 116 Consideration for the 116 Shares for the account of a Non-Resident Holder or providing that no such amounts need to be remitted until advised by the Canada Revenue Agency, in which case the funds held by the Depositary shall continue to be held in trust and the provisions of this Instruction 6 shall continue to apply as if the reference to the 28th day after the end of the month in which the Amalgamation occurs was instead a reference to the new date set or to be set by the Canada Revenue Agency as the date for the remittance of the withheld amounts.

Notwithstanding this Instruction 6, where a Non-Resident Holder obtained a 116 Certificate ("**Existing 116 Certificate**") in respect of the offer to purchase by WOAC dated November 4, 2020, as amended (the "**Offer**"), with a certificate limit that exceeded the proceeds that the Non-Resident Holder received under the Offer (the "**Certificate Excess**"), the Non-Resident Holder may submit the Existing 116 Certificate in respect of an amount of Osum Shares only, and for greater clarity, not any amount of Amalco Redeemable Preferred Shares, that is equal to or less than the Certificate Excess. Where the Certificate Excess under the Existing 116 Certificate is an amount less than the total fair value under the Amalgamation, a Non-Resident Holder is required to comply with the remainder of this Instruction 6 in respect of the amount of fair value that exceeds the Certificate Excess.

In any event, the Depositary shall pay all or any portion of the amounts that it holds in trust for a Non-Resident Holder to the Receiver General for Canada if it has not received a 116 Certificate on or before the date that is one year after the date on which the Amalgamation occurs.

If requested by a Non-Resident Holder on account of which amounts are withheld or deposited under this Instruction 6, the Depositary shall pay all or any portion of the amounts that it holds in trust for such Non-Resident Holder to the Receiver General for Canada in lieu of the delivery of a 116 Certificate.

7. Currency of Payment

All cash payments made in respect of the Redemption Consideration payable upon the immediate redemption of the Amalco Redeemable Preferred Shares will be paid in Canadian dollars.

8. Miscellaneous

- (a) If the space in Box 1 of this Letter of Transmittal is insufficient to list all certificate(s) for Osum Shares, additional certificate numbers and number of Osum Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Osum 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. All depositing Osum Shareholders by execution of this Letter of Transmittal hereby waive any right to receive any notice of the acceptance of Osum Shares for payment, except as required by applicable Laws.
- (d) The Circular, the Amalgamation Agreement and this Letter of Transmittal, and all contracts resulting from acceptance thereof, shall be governed by and construed in accordance with the Laws of the Province of Alberta and the federal Laws of Canada applicable therein.
- (e) Before completing this Letter of Transmittal, you are urged to read the accompanying Circular and the Amalgamation Agreement contained therein.
- (f) Under no circumstance will any amount be paid by Osum (or its successor) or the Depositary by reason of any delay in exchanging any Osum Shares or in making payments in respect of the Redemption Consideration pursuant to the terms of the Amalgamation to any person on account of Osum Shares accepted for exchange pursuant to the Amalgamation.
- (g) Additional copies of this Letter of Transmittal and the Circular may be obtained without charge on request from the Depositary at the Toronto, Ontario office address indicated on the back page of this Letter of Transmittal.

9. Lost or Mutilated Certificates

If a certificate representing Osum Shares has been lost, destroyed, mutilated or misplaced, this Letter of Transmittal should be completed as fully as possible and forwarded together with a letter describing the loss, destruction, mutilation or misplacement (and the certificate representing the Osum Shares in the case of mutilated certificates) to the Depositary at the Toronto, Ontario office address indicated on the back page of this Letter of Transmittal. The Depositary will forward such documentation to the transfer agent and registrar for the Osum Shares so that the transfer agent and registrar may provide replacement instructions. If a certificate has been lost, destroyed, mutilated or misplaced please ensure that you provide your telephone number so that the Depositary or transfer agent and registrar may contact you. A replacement certificate will be issued upon the Osum Shareholder satisfying the requirements of the transfer agent and registrar and Osum relating to replacement certificate(s). Such requirements may include the requirement to provide an affidavit (which will include a bonding requirement) and the requirement to indemnify Osum (and its successor) and WOAC against any claim that may be made against Osum (and its successor) and WOAC with respect to such lost, stolen or destroyed certificate.

10. Cessation of Rights

Subject to any applicable laws relating to unclaimed personal property, each certificate formerly representing Osum Shares that is not validly deposited with the Depositary together with a duly completed and executed Letter of Transmittal and any other documents the Depositary reasonably requires on or before the last Business Day prior to the third anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature, including the right of the holder of such Osum Shares to receive the consideration that the holder is entitled pursuant to the Amalgamation. In such case, all remaining funds not released to former Osum Shareholders on or before the last Business Day prior to the third anniversary of the Effective Date will be returned to Amalco or any successor thereof and such former Osum Shareholders shall cease to have any rights.

11. Assistance

Questions and requests for assistance in completing this Letter of Transmittal may be directed to the Depositary, Kingsdale Advisors, by telephone toll-free at 1-866-581-0506 within North America and at 1-416-867-2272 outside of North America or by e-mail at contactus@kingsdaleadvisors.com.

PRIVACY NOTICE

Kingsdale Advisors is committed to protecting your personal information. In the course of providing services to you and its corporate clients, Kingsdale Advisors receives non-public personal information about you from transactions Kingsdale Advisors performs for you, forms you send Kingsdale Advisors, other communications Kingsdale Advisors has with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. Kingsdale Advisors uses this to administer your account, to better serve your and its clients' needs and for other lawful purposes relating to Kingsdale Advisors's services. Some of your information may be transferred to servicers in the U.S.A. for data processing and/or storage. Kingsdale Advisors has prepared a Privacy Code to tell you more about its information practices, how your privacy is protected and how to contact Kingsdale Advisors's Chief Privacy Officer. It is available at www.kingsdaleadvisors.com. Kingsdale Advisors will use the information you are providing in order to process your request and will treat your signature(s) as your consent to Kingsdale Advisors doing so.

Appendix A
(See Attached.)

Request for Taxpayer Identification Number and Certification

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

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

| | | |
|--|---|---|
| Print or type. See Specific Instructions on page 3. | 1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. | |
| | 2 Business name/disregarded entity name, if different from above | |
| | 3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. | 4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): |
| | <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate | Exempt payee code (if any) _____ |
| | <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____ Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. | Exemption from FATCA reporting code (if any) _____ |
| | <input type="checkbox"/> Other (see instructions) ▶ _____ | <i>(Applies to accounts maintained outside the U.S.)</i> |
| | 5 Address (number, street, and apt. or suite no.) See instructions. | Requester's name and address (optional) |
| 6 City, state, and ZIP code | | |
| 7 List account number(s) here (optional) | | |

Part I Taxpayer Identification Number (TIN)

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

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

| | | | | | | | | | |
|---------------------------------------|--|--|--|---|--|--|--|--|--|
| Social security number | | | | | | | | | |
| | | | | | | | | | |
| - | | | | - | | | | | |
| or | | | | | | | | | |
| Employer identification number | | | | | | | | | |
| | | | | | | | | | |
| - | | | | | | | | | |

Part II Certification

Under penalties of perjury, I certify that:

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

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

| | | |
|------------------|----------------------------|--------|
| Sign Here | Signature of U.S. person ▶ | Date ▶ |
|------------------|----------------------------|--------|

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.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS 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-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), 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.

If you do not 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. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. 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).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

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

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, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*).

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 his or her 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 his or her 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 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 under 4 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.

Also see *Special rules for partnerships*, earlier.

What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States 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 no longer are 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.

a. **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: 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 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or “doing business as” (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** 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.

d. **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. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a “disregarded entity.” See Regulations section 301.7701-2(c)(2)(iii). Enter the owner’s name on line 1. The name of the entity 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, “Business name/disregarded entity name.” 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, you may enter it on line 2.

Line 3

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

| IF the entity/person on line 1 is a(n) . . . | THEN check the box for . . . |
|--|---|
| • Corporation | Corporation |
| • Individual • Sole proprietorship, or • Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes. | Individual/sole proprietor or single-member LLC |
| • LLC treated as a partnership for U.S. federal tax purposes, • LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or • LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes. | Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation) |
| • Partnership | Partnership |
| • Trust/estate | Trust/estate |

Line 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 in 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 possession, 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 possession
- 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
- 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 Income, 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) written or printed 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 possession, 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, write 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 individual taxpayer identification number (ITIN). Enter it in the social security number box. 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). Do not enter the disregarded entity's EIN. 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 1-800-772-1213. 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/Businesses and clicking on Employer Identification Number (EIN) under Starting a Business. 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 SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "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, generally you will 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.

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), ABL 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 Form 1099 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 |

| For this type of account: | Give name and EIN of: |
|---|-----------------------|
| 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 under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (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 and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. 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.) Also see *Special rules for partnerships*, earlier.

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

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 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 credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 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 1-877-777-4778 or TTY/TDD 1-800-829-4059.

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 1-800-366-4484. 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.

Visit 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 possessions for use in administering their laws. The information also may 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, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

The Depositary is:

Kingsdale Advisors

By Registered Mail, Mail, or Courier:

Kingsdale Advisors
The Exchange Tower
130 King Street West, Suite 2950
Toronto, ON M5X 1E2

Toll Free (within North America): 1-866-581-0506
Call Collect (outside North America): 1-416-867-2272
E-Mail: contactus@kingsdaleadvisors.com

Any questions or requests for assistance may be directed to the Depositary at the address and telephone numbers specified above. Additional copies of this Letter of Transmittal and the Circular may be obtained from the Depositary. Manually executed facsimiles of this Letter of Transmittal will be accepted. Osum Shareholders may also contact their investment dealer, stockbroker, commercial bank, trust company or other nominee for assistance concerning their deposited Osum Shares.

Delivery of this Letter of Transmittal to an address other than as set forth above does not constitute a valid delivery.