

**LETTER OF TRANSMITTAL
TO DEPOSIT CLASS “A” SHARES
OF
THE FORZANI GROUP LTD.**

On the basis of Cdn\$26.50 in cash for each share under the Offer
dated May 20, 2011

by
FGL ACQUISITIONCO LIMITED
a corporation wholly-owned by
CANADIAN TIRE CORPORATION, LIMITED

**THE OFFER WILL BE OPEN FOR ACCEPTANCE UNTIL 5:00 P.M. (TORONTO TIME)
ON JUNE 29, 2011, UNLESS THE OFFER IS EXTENDED OR WITHDRAWN.**

**The Depository (see back page for addresses and telephone numbers) or your broker or
other financial advisor will assist you with any questions you may have about the Offer
and in completing this Letter of Transmittal**

USE THIS LETTER OF TRANSMITTAL IF:

- 1. YOU ARE DEPOSITING SHARE CERTIFICATES; OR**
- 2. YOU ARE A U.S. SHAREHOLDER FOLLOWING PROCEDURES FOR BOOK-ENTRY
CONFIRMATION AND DO NOT HAVE AN AGENT’S MESSAGE; OR**
- 3. YOU PREVIOUSLY DEPOSITED SHARES PURSUANT TO A NOTICE OF GUARANTEED
DELIVERY.**

This Letter of Transmittal, properly completed and duly executed, together with all other required documents (as described herein), must accompany certificates for Class “A” shares (the “**Common Shares**”) of The Forzani Group Ltd. (“**FGL**”) deposited pursuant to the offer (the “**Offer**”) dated May 20, 2011 made by FGL AcquisitionCo Limited (the “**Offeror**”), a corporation wholly-owned by Canadian Tire Corporation, Limited to holders of Common Shares (“**Shareholders**”) to purchase on the terms and subject to the conditions of the Offer all of the issued and outstanding Common Shares of FGL, including any Common Shares that may become issued and outstanding after the date of the Offer but prior to the Expiry Time upon the conversion, exchange or exercise of options or other securities of FGL that are convertible into or exchangeable or exercisable for Common Shares, together with the associated rights issued under the Shareholder Rights Plan, at a price of Cdn\$26.50 per Common Share.

Shareholders who hold their Common Shares by book-entry through CDS & Co. (“**CDS**”) may also accept the Offer by following the procedures for book-entry transfer established by CDS provided that a Book-Entry Confirmation generated through the CDS on-line tendering system pursuant to which book-entry transfers may be effected (the “**CDSX**”) is received by the Depository. Shareholders who hold their Common Shares by book-entry through the Depository Trust Company, or through its nominee CEDE & Co. (together, “**DTC**”) may also accept the Offer by following the procedure for book-entry transfer established by DTC, provided that a Book-Entry Confirmation, together with an Agent’s Message in respect thereof, or a properly completed and duly executed Letter of Transmittal (or a manually executed facsimile thereof), together with any required signature

guarantees (as described herein), and any other required documents (as described herein), are received by the Depositary at its office in Toronto, Ontario, Canada at or prior to 5:00 p.m. (Toronto time) on June 29, 2011, unless the Offer is extended or withdrawn (the “**Expiry Time**”). Any institution that is a participant in DTC’s systems may cause DTC to make a book-entry transfer of a Shareholder’s Common Shares into the Depositary’s account in accordance with DTC’s procedures for such transfer. However, although delivery of Common Shares may be effected through book-entry transfer into the Depositary’s account at DTC, either a Letter of Transmittal (or a manually executed facsimile thereof), properly completed and duly executed, together with any required signature guarantees (as described herein), or an Agent’s Message in lieu of a Letter of Transmittal, and any other required documents (as described herein), must, in any case, be received by the Depositary, at its office specified in the Letter of Transmittal prior to the Expiry Time, or the tendering Shareholder must comply with the procedures for guaranteed delivery described under Instruction 2 of this Letter of Transmittal, “Procedure for Guaranteed Delivery” for a valid tender of the Common Shares by book-entry transfer. Delivery of documents to DTC in accordance with its procedures does not constitute delivery to the Depositary. See Section 5 of the Offer, “Manner of Acceptance — Acceptance by Book-Entry Transfer”.

The terms and conditions of the Offer are incorporated by reference into this Letter of Transmittal.

Capitalized terms used but not defined in this Letter of Transmittal which are defined in the Offer and accompanying take-over bid circular (the “**Circular**”) have the respective meanings set out in the Offer and Circular.

Please read carefully the instructions and rules set forth below before completing this Letter of Transmittal.

Offer” in Section 2 of the Offer, make such adjustments as it deems appropriate to the purchase price or other terms of the Offer (including, without limitation, the type of securities offered to be purchased and the consideration payable therefor) to reflect such division, combination, reclassification, consolidation, conversion, split or other change.

By depositing Common Shares under the Offer pursuant to this Letter of Transmittal, provided the Offeror takes up and pays for the Deposited Shares, the undersigned cancels, irrevocably releases and waives all rights which the undersigned ever had, now has or may hereafter have pursuant to all outstanding options or conversion or exchange rights to acquire Common Shares held by the undersigned which have not been exercised at, prior to or conditional upon the Expiry Time.

Holders of Common Shares whose share certificates are not immediately available or who cannot deliver their share certificates and all other required documents to the Depository at or prior to the Expiry Time may deliver their Common Shares according to the guaranteed delivery procedures set forth in Section 5 of the Offer, “Manner of Acceptance — Procedure for Guaranteed Delivery”.

The undersigned irrevocably approves, constitutes and appoints each officer of the Offeror and any other person designated by the Offeror in writing, as the true and lawful agent, attorney, attorney-in-fact and proxy of the undersigned with respect to the Deposited Shares purchased by the Offeror. The power of attorney granted hereby shall be effective on or after the date that the Offeror takes up and pays for such Deposited Shares with full power of substitution and resubstitution (such power of attorney, being coupled with an interest, being irrevocable) to, in the name of and on behalf of the undersigned: (a) register or record the transfer or cancellation of any such Deposited Shares on the appropriate registers maintained by or on behalf of FGL; (b) vote, execute and deliver, as and when requested by the Offeror, any instruments of proxy, authorization or consent in form and on terms satisfactory to the Offeror in respect of any such Deposited Shares, revoke any such instrument, authorization or consent, or designate in any such instrument, authorization or consent, any person or persons as the proxyholder or the proxy nominee or nominees of the undersigned in respect of such Deposited Shares, for all purposes including, without limitation, in connection with any meeting (whether annual, special or otherwise or any adjournment or postponement thereof) of holders of relevant securities of FGL; (c) exercise any rights of the undersigned with respect to such Deposited Shares; and (d) execute all such further and other documents, transfers or other assurances as may be necessary or desirable in the sole judgment of the Offeror to effectively convey such Deposited Shares to the Offeror.

The undersigned revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares. No subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Shares by or on behalf of the undersigned, unless the Deposited Shares are not taken up and paid for under the Offer.

The undersigned agrees, effective on and after the date the Offeror takes up and pays for any Deposited Shares not to vote any of such Deposited Shares at any meeting (whether annual, special or otherwise or any adjournment or postponement thereof) of Shareholders and not to exercise any or all of the other rights or privileges attaching to any of such Deposited Shares, or otherwise act with respect thereto. The undersigned agrees to execute and deliver to the Offeror, at any time and from time to time, as and when requested by, and at the expense of, the Offeror, any and all instruments of proxy, authorization or consent, in form and on terms satisfactory to the Offeror, in respect of any such Deposited Shares.

The undersigned agrees further to designate in any such instruments of proxy the person or persons specified by the Offeror as the proxy or proxy nominee or nominees of the undersigned in respect of such Deposited Shares.

The undersigned covenants and agrees to execute, upon request of the Offeror, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of the Deposited Shares to the Offeror.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal may be exercised during any subsequent legal incapacity of the undersigned and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned in this Letter of Transmittal shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

The undersigned instructs the Offeror and the Depositary, upon the Offeror taking up the Deposited Shares, to mail the cheque payable for such Deposited Shares by first class mail, postage prepaid, or to hold such cheque for pick-up, in accordance with the instructions given below. Should any Deposited Shares not be purchased, any deposited documents, including, if applicable, certificate(s) representing Deposited Shares, shall be returned in accordance with the instructions in the preceding sentence. The undersigned acknowledges that the Offeror has no obligation pursuant to the instructions given below to transfer any Common Shares from the name of the registered holder thereof if the Offeror does not purchase any of the Deposited Shares.

Pursuant to rules of the Canadian Payments Association, a Cdn\$25 million ceiling has been established on cheques, bank drafts and other paper-based payments processed through Canada's clearing system. As a result, any payment to the undersigned in excess of Cdn\$25 million will be effected by the Depositary by wire transfer in accordance with the Large Value Transfer System Rules established by the Canadian Payments Association. Accordingly, settlement with the undersigned involving a payment in excess of Cdn\$25 million 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 undersigned promptly following the Expiry Time 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 undersigned to interest or other compensation in addition to the amounts to which the undersigned is entitled pursuant to the Offer.

The undersigned agrees that all questions as to validity, form, eligibility, timely receipt and acceptance and/or withdrawal of any Common Shares deposited pursuant to the Offer and the propriety of the completion and execution of this Letter of Transmittal and (if applicable) the Notice of Guaranteed Delivery will be determined by the Offeror in its sole discretion and that such determination will be final and binding and acknowledges that (i) the Offeror reserves the absolute right to reject any and all deposits of Deposited Shares which the Offeror determines not to be in proper form or which may be unlawful to accept under the laws of any jurisdiction, (ii) the Offeror reserves the absolute right to waive any defect or irregularity in the deposit of any Deposited Shares, (iii) there shall be no duty or obligation on the Offeror 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, (iv) the Offeror's interpretation of the terms and conditions of the Offer, the Circular, this Letter of Transmittal and (if applicable) the Notice of Guaranteed Delivery shall be final and binding, and (v) the Offeror reserves the right to permit the Offer to be accepted in a manner other than as set forth in the Offer.

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Offer as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l'usage d'une version anglaise de la présente lettre d'envoi par le soussigné, ce dernier et les destinataires sont réputés avoir demandé que tout contrat attesté par l'offre, telle qu'elle est acceptée au moyen de cette lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en anglais.

BLOCK A PAYMENT INSTRUCTIONS (See Instructions 3 and 4) ISSUE CHEQUE IN NAME OF (please print or type):	BLOCK B DELIVERY INSTRUCTIONS (See Instructions 3 and 4) SEND CHEQUE (UNLESS BLOCK C IS CHECKED) TO: (please print or type)
(Name)	(Name)
(Street Address and Number)	(Street Address and Number)
(City and Province or State)	(City and Province or State)
(Country and Postal (Zip) Code)	(Country and Postal (Zip) Code)
(Tax Identification, Social Insurance or Social Security No.)	(Tax Identification, Social Insurance or Social Security No.)

BLOCK C SPECIAL PICK-UP INSTRUCTIONS <input type="checkbox"/> HOLD CHEQUE, COMMON SHARE CERTIFICATE(S) REPRESENTING THE COMMON SHARES NOT DEPOSITED OR ACCEPTED, FOR PICKUP AT THE OFFICE OF THE DEPOSITARY WHERE THIS LETTER OF TRANSMITTAL IS DEPOSITED

BLOCK D DEPOSIT PURSUANT TO NOTICE OF GUARANTEED DELIVERY <input type="checkbox"/> CHECK HERE IF COMMON SHARES ARE BEING DEPOSITED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING (please print or type): Name of Registered Holder: _____ Date of Execution of Notice: _____ Name of Institution which Guaranteed Delivery: _____
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BLOCK E
STATUS AS A UNITED STATES SHAREHOLDER
(All Shareholders must complete)

The owner signing above represents that it is not a U.S. Shareholder and is not acting on behalf of a U.S. Shareholder.

The owner signing above 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 a U.S. person for United States federal income tax purposes. See Instruction 12, “U.S. Shareholders and Substitute Form W-9”.

If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder, then in order to avoid backup withholding you must complete the Substitute Form W-9 included below or otherwise provide certification that you are exempt from backup withholding, as provided in the instructions. If you are not a U.S. Shareholder, and you provide an address above in Block A that is located in the United States, you must complete an appropriate Form W-8. If you require a Form W-8, please contact the Depository.

BLOCK F SIGNATURE GUARANTEE	BLOCK G SIGNATURE
Signature guaranteed by <i>(if required under Instruction 4):</i>	Dated: _____, 20____
Authorized Signature of Guarantor	Signature of Shareholder or Authorized Representative (see Instructions 3, 4 and 5)
Name of Guarantor (please print or type)	Signature of any joint holder
Name of Authorized Representative, if applicable (please print or type)	Name of Shareholder (please print or type)
Address	Address
Telephone (Work)/Telephone (Home)	Telephone (Work)/Telephone (Home)

SUBSTITUTE Form W-9 Department of the Treasury Internal Revenue Service Payer's Request for Taxpayer Identification Number (TIN) and Certification Give Form to the requester. Do not send to the Internal Revenue Service	PLEASE PROVIDE YOUR TIN IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND DATING BELOW _____ Name	Part 1—Social Security Number OR Employer Identification Number (If awaiting TIN, write "Applied For")
	_____ Business Name Please check appropriate box <input type="checkbox"/> Individual/Sole Proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/Estate <input type="checkbox"/> LLC (specify tax classification) <input type="checkbox"/> Other	Part 2—Payees exempt from backup withholding (see the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9), check the Exempt box below, and complete the Substitute Form W-9. Exempt <input type="checkbox"/>
	_____ Address _____ City, State, Zip Code	Part III Awaiting TIN <input type="checkbox"/> Please complete the Certificate of Awaiting Taxpayer Identification Number below.
	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 (as defined in the Instructions). 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. (Also see instructions in the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.) The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding. SIGNATURE: _____ DATE: _____	

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE
BOX IN PART 3 OF THE SUBSTITUTE FORM W-9.**

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number by the time of the reportable payment, 28% of any reportable payments made to me will be withheld. SIGNATURE: _____ DATE: _____

Note: Failure to furnish your correct TIN may result in a \$50 penalty imposed by the IRS and in backup withholding of 28% of the gross amount of consideration paid to you pursuant to the Offer. For additional details, please review the enclosed W-9 Guidelines that follow the instructions accompanying this Letter of Transmittal.

INSTRUCTIONS AND RULES

1. Use of Letter of Transmittal

(a) This Letter of Transmittal (or a manually signed facsimile thereof) together with accompanying certificate(s) representing the Deposited Shares, if applicable, must be received by the Depositary at its office specified on the back page hereof at or prior to the Expiry Time, being 5:00 p.m. (Toronto Time) on June 29, 2011, unless the Offer is extended or withdrawn or unless the procedure for guaranteed delivery set out in Instruction 2 below is employed.

(b) The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing Deposited Shares is at the option and risk of the holder, and delivery will be deemed effective only when such documents are actually received by the Depositary at its offices specified on the back page hereof. The Offeror recommends that the necessary documentation be hand delivered to the Depositary at its office specified on the back page hereof, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. **Shareholders whose Common Shares are registered in the name of a stockbroker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Common Shares.**

2. Procedure for Guaranteed Delivery

If a Shareholder wishes to deposit Common Shares pursuant to the Offer and the Shareholder is not able to deliver the required Letter of Transmittal together with the certificate(s) representing such Common Shares, if applicable, and all other required documents to the Depositary at or prior to the Expiry Time, such Common Shares may nevertheless be deposited provided that all of the following conditions are met:

(a) such a deposit is made by or through an Eligible Institution (as defined below);

(b) a Notice of Guaranteed Delivery in the form accompanying the Offer or a manually executed facsimile thereof, in each case properly completed and duly executed, together with a guarantee by an Eligible Institution in the form set forth in such Notice of Guaranteed Delivery, is received by the Depositary at or prior to the Expiry Time at its Toronto office as set forth in the Notice of Guaranteed Delivery (by hand, facsimile transmission or mail); and

(c) the certificate(s) representing the Deposited Shares in proper form for transfer, together with this Letter of Transmittal or a manually signed facsimile thereof properly completed and duly executed, with any required signature guarantees and all other documents required by this Letter of Transmittal, are received by the Depositary at its Toronto office set forth in the Notice of Guaranteed Delivery no later than 5:00 p.m. (Toronto Time) on the third trading day on the Toronto Stock Exchange after the Expiry Time.

The Notice of Guaranteed Delivery may be delivered by hand or transmitted by facsimile or mail to the Depositary at its office in Toronto, Ontario and must include a guarantee by an Eligible Institution in the manner set forth in the Notice of Guaranteed Delivery. **Delivery of the Notice of Guaranteed Delivery and this Letter of Transmittal and accompanying certificates to any office other than the Toronto, Ontario office of the Depositary does not constitute delivery for purposes of satisfying a guaranteed delivery.**

An "Eligible Institution" means a Canadian Schedule I chartered bank, a major trust company in Canada, a member of a Securities Transfer Agents 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 Financial Industry Regulatory Authority in the United States or banks or trust companies in the United States.

3. Signatures

- (a) This Letter of Transmittal must be filled in and signed by the holder of Common Shares accepting the Offer or by such holder's duly authorized representative (in accordance with Instruction 5).
- (b) If this Letter of Transmittal is signed by the registered owner(s) of the Deposited Shares, such signature(s) on this Letter of Transmittal must correspond exactly with the name(s) as registered, or, if applicable, as written on the face of such certificate(s) representing the Deposited Shares, in either case, without any change whatsoever, and any such certificate(s) need not be endorsed. If any Deposited Shares are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Deposited Shares:
 - (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
 - (ii) the signature(s) on such endorsement or share transfer power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 4 below.

4. Guarantee of Signatures

If this Letter of Transmittal is executed by a person other than the registered owner(s) of the Deposited Shares, if the cheque is to be issued to a person other than such registered owner(s) (see Block A) or sent to an address other than the address of the registered owner(s) (see Block B) as shown on the register of holders of Common Shares maintained by or on behalf of FGL, such signature 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).

5. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal is executed by a person acting as an executor, administrator, trustee or guardian or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, such person should so indicate when signing and this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. The Offeror or the Depository, in their discretion, may require additional evidence of authority or additional documentation.

6. Partial Tenders

If less than the total number of Common Shares evidenced by a certificate submitted are to be deposited, fill in the number of Common Shares to be deposited in the appropriate space in Block 1 of this Letter of Transmittal. In such case, new certificate(s) for the number of Common Shares not deposited will be sent to the registered holder unless otherwise provided as soon as practicable after the Expiry Time. The total number of Common Shares evidenced by all certificates delivered will be deemed to have been deposited unless otherwise indicated.

7. Miscellaneous

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Deposited Shares, additional certificate numbers and numbers of Common Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Common Shares are registered in different forms (e.g. "John Doe" and "J. Doe") a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be acceptable and no fractional Common Shares will be purchased. All depositing Shareholders by execution of this Letter of Transmittal (or a manually signed facsimile hereof) waive any right to receive any notice of the acceptance of Deposited Shares for payment.

(d) The Offer and any agreement resulting from the acceptance of the Offer will be construed in accordance with and governed by the laws of the Province of Ontario and the laws of Canada applicable therein.

(e) Additional copies of the Offer, Circular, this Letter of Transmittal and Notice of Guaranteed Delivery may be obtained from the Depositary at the addresses listed on the back page hereof.

(f) Before completing this Letter of Transmittal, you are urged to read the accompanying Offer and Circular.

(g) All questions as to the validity, form, eligibility, timely receipt and acceptance of any Common Shares deposited pursuant to the Offer will be determined by the Offeror in its sole judgment. The Offeror reserves the absolute right to reject any and all deposits that it determines not to be in proper form or that may be unlawful for it to accept under the laws of any jurisdiction. The Offeror reserves the absolute right to permit the Offer to be accepted in a manner other than as set forth herein and to instruct the Depositary to waive any defect or irregularity contained in any Letter of Transmittal received. None of the Offeror, the Depositary or any other person shall be required to give notice of any defects or irregularities in any deposit or acceptance and no liability shall be incurred by any of them for failure to give such notice. The Offeror's interpretation of the terms and conditions of the Offer, Circular, Notice of Guaranteed Delivery and this Letter of Transmittal shall be final and binding.

(h) Deposits of Common Shares will not be accepted from or on behalf of Shareholders in any jurisdiction outside of Canada in which the acceptance of the Offer would not be in compliance with the laws of such jurisdiction.

8. Assistance

The Depositary (see back page for addresses and telephone numbers) will be able to assist you with any questions you may have about the Offer, Circular, Notice of Guaranteed Delivery and this Letter of Transmittal. Shareholders whose Common Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should contact such nominee if they wish to accept the Offer.

9. Lost Certificates

If a share certificate has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depositary and the Depositary will respond with replacement requirements. If a share certificate has been lost or destroyed, please ensure that you provide your telephone number to the Depositary so that the Depositary for the Common Shares may contact you. If your share certificate has been lost or destroyed, you must take the foregoing action sufficiently in advance of the Expiry Time in order to obtain a replacement certificate in sufficient time to permit the replacement certificate to be tendered to the Offer prior to the Expiry Time.

10. Privacy Notice

The Depositary is committed to protecting your personal information. In the course of providing services to you and its corporate clients, the Depositary receives non-public personal information about you - from transactions performed by the Depositary for you, forms you send to the Depositary, other communications the Depositary has with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. The Depositary uses this to administer your account, to better serve you and its clients' needs and for other lawful purposes relating to its services. Some of your information may be transferred to servicers in the U.S. for data processing and/or storage. The Depositary has prepared a Privacy Code to tell you more about its information practices, how your privacy is protected and how to contact its Chief Privacy Officer. The Privacy Code is available at the Depositary's website, computershare.com, or by writing at 100 University Avenue, Toronto, Ontario, M5J 2Y1. Computershare will use the information you are providing in order to process your request and will treat your signature(s) as your consent to us so doing.

11. Commissions and Stock Transfer Taxes

No brokerage fees or commissions will be payable if the Offer is accepted by depositing Common Shares directly with the Depository. The Offeror will pay any stock transfer taxes with respect to the transfer and sale of Deposited Shares to the Offeror by the registered owner pursuant to the Offer. If, however, the certificate(s) for Deposited Shares not deposited or purchased are to be registered in the name of any person other than the registered holder, or if certificate(s) for Deposited Shares are registered in the name of any person other than the person signing this Letter of Transmittal, the amount of any stock transfer taxes (whether imposed on the registered holder or such other person) payable on account of the transfer to such person will be payable by the seller and may result in a deduction from the purchase price unless satisfactory evidence of the payment of such taxes or an exemption therefrom is submitted.

12. U.S. Shareholders and Substitute Form W-9

United States federal income tax law generally requires that a U.S. person (as defined below) who receives cash in exchange for Common Shares provide the Depository with his or her correct taxpayer identification number (“**TIN**”), which, in the case of a holder of Common Shares who is an individual, is generally the individual’s social security number. If the Depository is not provided with the correct TIN or an adequate basis for an exemption, as the case may be, such holder may be subject to penalties imposed by the Internal Revenue Service (the “**IRS**”) and backup withholding in an amount equal to 28% of the gross proceeds of any payment received hereunder. If backup withholding results in an overpayment of U.S. federal income taxes, a refund may be obtained by the holder from the IRS, provided that the required information is furnished to the IRS.

You are a U.S. person if you are: (a) an individual citizen or resident alien of the United States as determined for U.S. federal income tax purposes; (b) a corporation (including an entity taxable as a corporation) or partnership created in the United States or under the laws of the United States or any state or the District of Columbia; (c) an estate the income of which is subject to United States federal income tax regardless of its source; or (d) a trust if: (i) a court within the United States is able to exercise primary jurisdiction over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (ii) that has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person.

To prevent backup withholding, each U.S. Shareholder, or person acting on behalf of a U.S. Shareholder, must furnish its correct TIN by properly completing the Substitute Form W-9 set out in this document, which requires such holder to certify under penalty of perjury: (a) that the TIN provided is correct (or that such holder is awaiting a TIN); (b) that (i) the holder is exempt from backup withholding; (ii) the holder has not been notified by the IRS that he is subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the holder that he is no longer subject to backup withholding; and (c) that the holder is a U.S. person (including a U.S. resident alien).

Certain U.S. Shareholders are exempt from backup withholding and reporting requirements. To prevent possible erroneous backup withholding, an exempt holder must complete Part 1 of Substitute Form W-9, check the box in Part 2 of such form, and sign and date the form. See the “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9” (the “**W-9 Guidelines**”) that follow these Instructions for additional information.

If Common Shares are held in more than one name or are not in the name of the actual owner, consult the W-9 Guidelines for information on which TIN to report.

If a U.S. Shareholder does not have a TIN, such holder should: (i) consult the W-9 Guidelines for instructions on applying for a TIN; (ii) write “Applied For” in the space for the TIN in Part 1 of the Substitute Form W-9; and (iii) sign and date the Substitute Form W-9 and the Certificate of Awaiting TIN set out in this document. In such case, the Depository will withhold 28% of the gross proceeds of

any payment made to such holder prior to the time a properly certified TIN is provided to the Depository, and if the Depository is not provided with a TIN within sixty (60) days, such amounts will be paid over to the IRS.

If the Substitute Form W-9 is not applicable to a Shareholder because such holder is not a U.S. Shareholder (as defined above), however such Shareholder provides an address above in Block A that is located in the United States, such holder will instead need to submit to the Depository an appropriate and properly completed IRS Form W-8 Certificate of Foreign Status, signed under penalty of perjury, or otherwise establish an exemption from backup withholding. An appropriate IRS Form W-8 (W-8BEN, W-8ECI or other form) may be obtained from the Depository.

A U.S. SHAREHOLDER WHO FAILS TO PROPERLY COMPLETE THE SUBSTITUTE FORM W-9 SET OUT IN THIS LETTER OF TRANSMITTAL OR, IF APPLICABLE, THE APPROPRIATE IRS FORM W-8 MAY BE SUBJECT TO BACKUP WITHHOLDING OF 28% OF THE GROSS PROCEEDS OF ANY PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE OFFER. BACKUP WITHHOLDING IS NOT AN ADDITIONAL TAX. RATHER, THE U.S. FEDERAL INCOME TAX LIABILITY OF PERSONS SUBJECT TO BACKUP WITHHOLDING WILL BE REDUCED BY THE AMOUNT OF TAX WITHHELD. IF WITHHOLDING RESULTS IN AN OVERPAYMENT OF TAXES, A REFUND MAY BE OBTAINED BY TIMELY FILING A CLAIM FOR REFUND WITH THE IRS. THE DEPOSITARY CANNOT REFUND AMOUNTS WITHHELD BY REASON OF BACKUP WITHHOLDING.

EACH HOLDER OF COMMON SHARES IS URGED TO CONSULT HIS, HER OR ITS OWN TAX ADVISOR TO DETERMINE WHETHER SUCH HOLDER IS REQUIRED TO FURNISH A SUBSTITUTE FORM W-9, IS EXEMPT FROM BACKUP WITHHOLDING AND INFORMATION REPORTING, OR IS REQUIRED TO FURNISH AN IRS FORM W-8.

TO ENSURE COMPLIANCE WITH INTERNAL REVENUE SERVICE CIRCULAR 230, SHAREHOLDERS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF FEDERAL TAX ISSUES IN THIS LETTER OF TRANSMITTAL IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON BY SUCH SHAREHOLDERS, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH SHAREHOLDERS UNDER THE INTERNAL REVENUE CODE; (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) EACH SHAREHOLDER SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

**FOR U.S. SHAREHOLDERS ONLY GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number for the Payee (You)

Social security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employee identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer. All “Section” references are to the Internal Revenue Code of 1986, as amended.

For this Type of Account:	Give the Taxpayer Identification Number of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ⁽¹⁾
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ⁽²⁾
4.(a) The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee ⁽¹⁾
(b) So-called trust that is not a legal or valid trust under state law	The actual owner ⁽¹⁾
5. Sole proprietorship or disregarded entity owned by an individual	The owner ⁽³⁾
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulation section 1.671-4(b)(2)(i)(a))	The grantor*
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	The legal entity ⁽⁴⁾
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization account	The organization
11. Partnership or multi-member LLC	The partnership or LLC
12. A broker or registered nominee	The broker or nominee
13. 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
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulation 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 a social security number, that person’s number must be furnished.

2. Circle the minor’s name and furnish the minor’s social security number.

3. You must show your individual name and you may also enter your business or “doing business as” name on the second name line. You may use either your social security number or your employer identification number (if you have one), but the IRS encourages you to use your social security number.

4. List first and circle the name of the legal 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. 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.

OBTAINING A NUMBER

If you do not have a TIN, apply for one immediately. To apply for a social security number, get **Form SS-5**, Application for a Social Security Card, from your local Social Security Administration office or online at www.socialsecurity.gov/online/ss-5.pdf. 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 ("EIN"), 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 ID Numbers under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling 1-800-829-3676.

PAYEES EXEMPT FROM BACKUP WITHHOLDING

Payees specifically exempted from backup withholding include:

- (a) An organization exempt from tax under Section 501(a), any individual retirement account (IRA), or a custodial account under Section 403(b)(7) if the account satisfies the requirements of Section 401(f)(2).
- (b) The United States or any of its agencies or instrumentalities.
- (c) A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
- (d) A foreign government or any of its political subdivisions, agencies, or instrumentalities.
- (e) An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

- (a) A corporation.
- (b) A foreign central bank of issue.
- (c) A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States.
- (d) A futures commission merchant registered with the Commodity Futures Trading Commission.
- (e) A real estate investment trust.
- (f) An entity registered at all times during the tax year under the Investment Company Act of 1940.
- (g) A common trust fund operated by a bank under Section 584(a).
- (h) A financial institution.
- (i) A middleman known in the investment community as a nominee or custodian, or
- (j) A trust exempt from tax under section 664 or described in section 4947.

Certain payments, other than payments of interest, dividends, and patronage dividends, that are exempt from information reporting are also exempt from backup withholding. For details, see the regulations under Sections 6041, 6041A, 6042, 6044, 6045, 6049, 6050A and 6050N. Exempt payees described above must file a Substitute Form W-9 included in this Letter of Transmittal to avoid possible erroneous backup withholding. **FILE THIS FORM WITH THE PAYER. FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, CHECK THE BOX IN PART 2 OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.**

PRIVACY ACT NOTICE – Section 6109 of the 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. 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.

PENALTIES

1. **Failure to Furnish Taxpayer Identification Number.** – If you fail to furnish your correct taxpayer identification number to a requester, you are subject to a penalty of US\$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **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 US\$500 penalty.
3. **Criminal Penalty for Falsifying Information** – Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **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.

For additional information, consult your tax consultant or the IRS.

Offices of the Depositary:

COMPUTERSHARE INVESTOR SERVICES INC.



Toll Free (North America): 1-800-564-6253

E-Mail: corporateactions@computershare.com

Website: www.computershare.com

By Mail:

Computershare Investor Services Inc.
P.O. Box 7021, 31 Adelaide St E
Toronto, ON M5C 3H2

Attention: Corporate Actions

By Hand, by Courier or by Registered Mail:

Computershare Investor Services Inc.
9th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1

Attention: Corporate Actions

Any questions and requests for assistance concerning the information in this document should be directed to the information agent:

PHOENIX ADVISORY PARTNERS



**North American Toll Free Phone:
1-866-793-5520**

Banks, Brokers and collect calls: 647-426-7309

Toll Free Facsimile: 1-877-907-3176

Email: inquiries@phoenixadvisorypartners.com