

The Instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.

THIS LETTER OF TRANSMITTAL IS FOR DEPOSITING YOUR SHARES IN CONNECTION WITH A PROPOSED PLAN OF ARRANGEMENT INVOLVING MILLENNIAL LITHIUM CORP., LITHIUM AMERICAS CORP. AND THE SECURITYHOLDERS OF MILLENNIAL LITHIUM CORP. A DETAILED DESCRIPTION OF THE TRANSACTIONS DESCRIBED IN THIS LETTER OF TRANSMITTAL IS CONTAINED IN THE NOTICE AND MANAGEMENT INFORMATION CIRCULAR FOR THE SPECIAL MEETING OF THE SHAREHOLDERS AND WARRANTHOLDERS OF MILLENNIAL LITHIUM CORP. DATED DECEMBER 6, 2021.

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



LETTER OF TRANSMITTAL

WITH RESPECT TO THE COMMON SHARES OF

MILLENNIAL LITHIUM CORP.

This Letter of Transmittal is for use by registered holders ("**Shareholders**") of common shares ("**Millennial Shares**") of Millennial Lithium Corp. ("**Millennial**") in connection with the proposed arrangement (the "**Arrangement**") involving the acquisition of all the outstanding Millennial Shares by Lithium Americas Corp. ("**LAC**"), as provided in the Plan of Arrangement, that is being submitted for approval at the special meeting of Shareholders and Warrantholders of Millennial to be held on January 5, 2022 or any adjournment(s) or postponements) thereof (the "**Meeting**"). Shareholders are referred to the notice of special meeting and management information circular dated December 6, 2021 (the "**Circular**") prepared in connection with the Meeting that accompanies this Letter of Transmittal. The terms and conditions of the Arrangement are incorporated by reference in this Letter of Transmittal and capitalized terms used but not defined herein have the meaning set out in the Circular. You are encouraged to carefully review the Circular in its entirety.

This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany any certificate(s) or any statements prepared by the Depositary pursuant to its direct registration system (the "**DRS Advice Statements**") representing Millennial Shares that are deposited in connection with the Arrangement.

This Letter of Transmittal is for use by registered Shareholders only and is not to be used by beneficial holders of Millennial Shares ("**Beneficial Holders**"). A Beneficial Holder does not have Millennial Shares registered in its name; rather, such Millennial Shares are held by an intermediary on its behalf. If you are a Beneficial Holder you should contact your intermediary for instructions and assistance for receiving the consideration for your Millennial Shares.

Completion of the Arrangement is subject to a number of conditions, some of which are beyond the control of Millennial and LAC. Accordingly, the exact timing of implementation (if any) of the

Arrangement is not currently known. Millennial and LAC currently expect the Arrangement to become effective in January 2022 (the “Effective Date”).

Under the terms of the Arrangement Agreement, Shareholders will receive consideration payable in both common shares in the capital of LAC (“**LAC Shares**”) and cash. For each Millennial Share held, Shareholders will receive CAD\$4.699 payable in LAC Shares (the “**Share Consideration**”), plus CAD\$0.001 in cash (the “**Cash Consideration**”). The number of LAC Shares to be issued shall be based on the twenty (20) day volume-weighted average trading price of the LAC Shares on the Toronto Stock Exchange (rounded to four decimal places) immediately preceding the Business Day immediately before the Effective Date, provided that not more than 25% of the undiluted issued and outstanding LAC Shares on the business day immediately preceding the closing of the Arrangement may be issued. The Share Consideration and Cash Consideration are collectively referred to herein as the “**Consideration**”.

No fractional LAC Shares will be issued, nor will any fractional cash consideration be paid, to any Shareholder in connection with the Arrangement. The number of LAC Shares to be issued to any Shareholder will be rounded up to the nearest whole LAC Share in the event that a Shareholder is entitled to a fractional share representing 0.5 or more of a LAC Share and shall be rounded down to the nearest whole LAC Share in the event that a Shareholder is entitled to a fractional share representing less than 0.5 of a LAC Share. Any cash consideration to be paid in accordance with the Arrangement will be rounded up to the nearest whole cent. Shareholders should refer to the full text of the Plan of Arrangement which is attached as Appendix B to the Circular.

In order to receive the appropriate number of LAC Shares and cash that a Shareholder is entitled to receive under the Arrangement, Shareholders are required to deposit the certificates or DRS Advice Statements representing Millennial Shares held by them, with Computershare Investor Services Inc. (the “Depository”). This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany all certificates or DRS Advice Statements for Millennial Shares deposited in exchange for the applicable Consideration pursuant to the Arrangement. If you are a U.S. person (as defined in Instruction 7, “IRS Form W-9 – U.S. Shareholders”), you must also complete the enclosed IRS Form W-9 (see Instruction 7, “IRS Form W-9 – U.S. Shareholders”).

As of the Effective Date, you will cease to be a Shareholder and will only be entitled to receive the appropriate number of LAC Shares and cash to which you are entitled under the Arrangement upon delivery of all required documents to the Depository.

Shareholders who do not deliver the certificates or DRS Advice Statements representing Millennial Shares held by them and all other documents required by the Depository on or before the sixth anniversary of the Effective Date will lose their right to receive any Consideration for their Millennial Shares.

On the exchange of Millennial Shares for LAC Shares and the Cash Consideration, certain “Eligible Holders” (as defined below) may wish to make a joint election with LAC pursuant to subsection 85(1) or 85(2) of the *Income Tax Act* (Canada) (the “**Tax Act**”) and the corresponding provision of any applicable provincial tax legislation (a “**Tax Election**”) to obtain a full or partial tax deferral in respect of the disposition of Millennial Shares. Shareholders should carefully read the section entitled “*Certain Canadian Federal Income Tax Considerations*” in the Circular and consult their own tax advisor to determine if making a Tax Election may be desirable in their particular circumstances. Each Eligible Holder who wishes to make a Tax Election must indicate that they intend to make a Tax Election and want to receive a tax instruction letter (a “**Section 85 Tax Instruction Letter**”) as set out in Box D of this Letter of Transmittal. Each Eligible Holder

who wishes to make a Tax Election must follow the procedures set out in the Section 85 Tax Instruction Letter and must provide the necessary information in accordance with the procedures set out in the Section 85 Tax Instruction Letter to an appointed representative as directed by LAC within 90 days of the Effective Date. LAC agrees to execute a Tax Election for an Eligible Holder only if it receives within 90 days of the Effective Date a completed Tax Election that has been prepared in accordance with the procedures set out in the Section 85 Tax Instruction Letter and which complies with the provisions of the Tax Act. Eligible Holders should read "*Certain Canadian Federal Income Tax Considerations*" in the Circular carefully. Eligible Holders who wish to make a Tax Election with LAC should give their immediate attention to this matter.

"Eligible Holder" means a Shareholder that is: (a) a resident of Canada for the purposes of the Tax Act and any applicable income tax treaty, holds Millennial Shares as capital property and who is not exempt from tax on income under the Tax Act; (b) a non-resident of Canada for the purposes of the Tax Act and any applicable income tax treaty, whose Millennial Shares constitute "taxable Canadian property" (as defined by the Tax Act) and who is not exempt from Canadian tax in respect of any gain realized on the disposition of Millennial Shares by reason of an exemption contained in an applicable income tax treaty; or (c) partnership if one or more members of the partnership are described in (a) or (b).

The undersigned understands that whether or not the undersigned delivers the required documentation to the Depository, as of the Effective Date, the undersigned will cease to be a Shareholder and will only be entitled to receive the applicable Consideration to which the undersigned is entitled under the Arrangement.

The undersigned will, upon request, execute any signature guarantees or additional documents deemed by the Depository to be reasonably necessary or desirable to complete the transfer of the Deposited Shares.

The undersigned acknowledges and agrees that this Letter of Transmittal is not, and shall not be construed as, a proxy granted for use at the Meeting and that this Letter of Transmittal shall not serve to revoke any proxy for use at the Meeting previously conferred or agreed to be conferred by the undersigned (whether as agent, attorney-in-fact, proxy or otherwise) at any time with respect to the Deposited Shares. The undersigned revokes any and all authority, other than as granted in this Letter of Transmittal and except with respect to any proxy deposited with respect to the Meeting, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares and no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Shares. Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, legal representatives, successors and assigns of the undersigned.

The undersigned agrees that all questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Deposited Shares will be determined by LAC in its sole discretion, acting reasonably. Depositing Shareholders agree that such determination shall be final and binding. LAC reserves the right, acting reasonably, to reject any and all deposits which it determines not to be in proper form or which may be unlawful to accept under the laws of any jurisdiction. LAC reserves the absolute right to waive any defects or irregularities in the deposit of any Millennial Shares and any such waiver or non-waiver will be binding upon the affected Shareholder. The granting of a waiver to one or more Shareholders does not constitute a waiver for any other Shareholder. No deposit of Millennial Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. LAC reserves the right to demand strict compliance with the terms of this Letter of Transmittal and the Plan of Arrangement. There shall be no duty or obligation on Millennial, LAC or the Depository or any other person to give notice of any defects or irregularities in any deposit and no liability shall be incurred by any of them for failure to give such notice. Subject to the terms herein, LAC's interpretation of the terms and conditions of the Arrangement, the Circular and this Letter of Transmittal will be final and binding.

The undersigned surrenders to LAC, as provided in the Plan of Arrangement, effective at the Effective Time, all right, title and interest in and to the Deposited Shares and irrevocably appoints and constitutes the Depository lawful attorney of the undersigned, with full power of substitution to deliver the Consideration pursuant to the Plan of Arrangement and to effect the transfer of the Deposited Shares on the books of Millennial.

The undersigned instructs LAC and the Depository to mail to the undersigned, by first-class insured mail, postage prepaid, or to hold for pick-up, in accordance with the instructions given below, (i) in the case of Shareholders other than CDS Clearing and Depository Services Inc. ("**CDS**") and The Depository Trust Company ("**DTC**"), DRS Advice Statements representing LAC Shares and, in the case of CDS and DTC, uncertificated LAC Shares, and (ii) a cheque representing the cash to which the undersigned is entitled under the Arrangement.

It is understood that the undersigned will not receive the Consideration under the Plan of Arrangement in respect of the Deposited Shares until the certificate(s) or DRS Advice Statement(s) representing the Deposited Shares owned by the undersigned are received by the Depositary at the address set forth on the back of this Letter of Transmittal, together with a duly completed Letter of Transmittal and such additional documents as the Depositary may require, and until the same are processed by the Depositary.

If the Arrangement is not completed or proceeded with, the enclosed certificate(s) or DRS Advice Statement(s) and all other ancillary documents will be returned forthwith to the undersigned at the address set out below in Box A or, failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the share register maintained by Millennial or its registrar and transfer agent.

This Letter of Transmittal will be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

BOX A

ENTITLEMENT DELIVERY

All cash and share entitlement payments will be issued and mailed to your existing registration unless otherwise stated. If you would like your cash or shares dispatched to a different address, please complete BOX B

- MAIL CHEQUE/DRS ADVICE STATEMENT TO ADDRESS ON RECORD **(DEFAULT)**
- MAIL CHEQUE/DRS ADVICE STATEMENT TO A DIFFERENT ADDRESS (MUST COMPLETE BOX B)
- HOLD CHEQUE AND/OR SHARES FOR PICKUP AT COMPUTERSHARE TORONTO OFFICE:

Computershare Investor Services Inc.
100 University Ave, 8th Floor,
Toronto ON, M5J 2Y1

BOX B

MAIL PAYMENT TO 3rd PARTY ADDRESS:*

- CHECK BOX IF SAME AS EXISTING REGISTRATION **(DEFAULT)**

(ATTENTION NAME)

(STREET NUMBER & NAME)

(CITY AND PROVINCE/STATE)

(COUNTRY AND POSTAL/ZIP CODE)

(TELEPHONE NUMBER (BUSINESS HOURS))

(SOCIAL INSURANCE/SECURITY NUMBER)

*** THE PAYMENT WILL REMAIN IN THE NAME OF THE REGISTRATION**

BOX C
RESIDENCY DECLARATION

ALL SHAREHOLDERS ARE REQUIRED TO COMPLETE A RESIDENCY DECLARATION. FAILURE TO COMPLETE A RESIDENCY DECLARATION MAY RESULT IN A DELAY IN YOUR PAYMENT.

The undersigned represents that:

- The beneficial owner of the Millennial Shares deposited herewith is a U.S. Shareholder.
- The beneficial owner of the Millennial Shares deposited herewith is not a U.S. Shareholder.

A “**U.S. Shareholder**” is any Shareholder who either (i) has a registered account address that is located within the United States or any territory or possession thereof, or (ii) is a “U.S. person” for United States federal income tax purposes as defined in Instruction 7 below. If you are a U.S. person or acting on behalf of a U.S. person, then in order to avoid backup withholding of U.S. federal income tax you must provide a complete IRS Form W-9 (enclosed) below or otherwise provide certification that the U.S. person is exempt from backup withholding, as provided in the instructions. If you are not a U.S. Shareholder as defined in (ii) above, but you provide an address that is located within the United States, you must complete an appropriate Form W-8.

BOX D
SECTION 85 ELECTION

AS A RESULT OF THE ARRANGEMENT, YOU MAY BE ELIGIBLE TO MAKE AN ELECTION TO DEFER ALL OR PART OF THE CANADIAN INCOME TAX THAT MAY ARISE ON THE EXCHANGE OF YOUR MILLENNIAL SHARES FOR LAC SHARES.

IF YOU DO NOT MAKE AN ELECTION, YOU WILL BE REQUIRED TO REPORT ANY GAIN (OR LOSS) ARISING FROM THE DISPOSITION OF YOUR MILLENNIAL SHARES IN EXCHANGE FOR THE LAC SHARES, AS DESCRIBED IN THE CIRCULAR. YOU SHOULD CONSULT YOUR TAX ADVISOR FOR ASSISTANCE IN MAKING THIS DETERMINATION.

As described under the heading “*Certain Canadian Federal Income Tax Considerations*” in the Circular, an “Eligible Holder” is entitled to require LAC to execute one or more election forms for the purpose of making a Tax Election. Eligible Holders should consult their own tax advisor to determine if making a Tax Election may be desirable in their particular circumstances.

The requirements for a valid Tax Election are complex. Meeting these requirements will be the sole responsibility of each Shareholder. None of Millennial or LAC will be responsible for the validity, proper completion or timely filing of any Tax Election, or for any taxes, interest, penalties or other consequences under the Tax Act in respect thereof. Each Eligible Holder who wishes to make a Tax Election must indicate that they intend to make a Tax Election and wish to receive the Section 85 Tax Instruction Letter by checking the box below. Each Eligible Holder who wishes to make a Tax Election must follow the procedures set out in the Section 85 Instruction Letter and must provide the necessary information in accordance with the procedures set out in the Section 85 Tax Instruction Letter to an appointed representative as directed by LAC within 90 days of the Effective Date.

A Section 85 Tax Instruction Letter will be made available to each Eligible Holder who checks the box below

- Check here if you intend to make a Tax Election and want the Section 85 Tax Instruction Letter to be provided to you by LAC or its authorized representative.*

By checking the box above, the undersigned:

- (a) represents and warrants that the undersigned is, and will be at the Effective Time, an Eligible Holder;
- (b) acknowledges that a full or partial Canadian tax deferral is only available to the extent that the undersigned receives LAC Shares as part of the Consideration and validly makes a Joint Tax Election with LAC as described under the heading "*Certain Canadian Federal Income Tax Considerations*" in the Circular;
- (c) acknowledges and understands that a Shareholder who wishes to make a Tax Election must send two signed copies of the necessary prescribed election forms at the address specified in the tax election package within 90 days following the Effective Date, duly completed with: (i) the required information concerning such holder, (ii) the details of the number of Millennial Shares deposited; and (iii) the applicable elected amounts for the purposes of such elections; and
- (d) acknowledges and understands that neither of Millennial or LAC will be responsible for the proper or accurate completion of any Tax Election form or for checking or verifying the content of any Tax Election form and, except for LAC's obligation to return duly completed Tax Election forms (which are received within 90 days after the Effective Date) within 90 days after the receipt thereof, neither of Millennial or LAC will be responsible for any taxes, interest or penalties resulting from the failure by an Eligible Holder to properly and accurately complete or file the necessary Tax Election forms in the form, manner and within the time prescribed by the Tax Act (or any applicable provincial legislation).

The undersigned further acknowledges and understands that where an Eligible Holder and LAC make a Tax Election, such holder may nonetheless realize a capital gain on the disposition of such holder's Millennial Shares in certain circumstances. **Eligible Holders wishing to make a Tax Election should consult their own tax advisors.**

BOX E
LOST COMMON SHARE CERTIFICATES

If your lost certificate(s) representing your Millennial Shares ("**Share Certificate**") forms part of an estate or trust, or are valued at more than CAD \$200,000.00, please contact Computershare for additional instructions. Any person who, knowingly and with intent to defraud any insurance company or other person, files a statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime.

PREMIUM CALCULATION

<Lost Millennial Shares> X CAD \$0.14097 = Premium Payable \$ _____ NOTE: Payment **NOT** required if premium is less than \$5.00

The option to replace your Share Certificate by completing this Box E will expire on June 30, 2022. After this date, Shareholders must contact Computershare for alternative replacement options. I enclose my certified cheque, bank draft or money order payable to Computershare Investor Services Inc.

STATEMENT OF LOST CERTIFICATES

The undersigned (solitarily, jointly and severally, if more than one) represents and agrees to the following: (i) the undersigned is (and, if applicable, the registered owner of the Millennial Shares, at the time of their death, was) the lawful and unconditional owner of the Millennial Shares represented by the original(s) Share Certificate(s) (the "**Original(s)**") and is entitled to the full and exclusive possession thereof; (ii) the missing Original(s) have been lost, stolen or destroyed, and have not been endorsed, cashed, negotiated, transferred, assigned, pledged, hypothecated, encumbered in any way, or otherwise disposed of; (iii) a diligent search for the Original(s) have been made and they have not been found; and (iv) the undersigned makes this statement for the purpose of transferring or exchanging the Original(s) (including, if applicable, without probate or letters of administration or certification of estate trustee(s) or similar documentation having been granted by any court), and hereby agrees to surrender the Original(s) for cancellation should the undersigned, at any time, find the Original(s).

The undersigned hereby agrees, for myself and my heirs, assigns and personal representatives, in consideration of the transfer or exchange of the Original(s), to completely indemnify, protect and hold harmless Millennial Lithium Corp., Lithium Americas Corp., Computershare Investor Services Inc. and Aviva Insurance Company of Canada and each of their lawful successors and assigns, and any other party to the transaction (the "**Obligees**"), from and against all losses, costs and damages, including court costs and attorneys' fees that they may be subject to or liable for in respect of the cancellation and/or replacement of the Original(s) and/or the transfer or exchange of the Originals, upon the transfer, exchange or issue of the Originals and/or a cheque for any cash payment. The rights accruing to the Obligees under the preceding sentence shall not be limited by the negligence, inadvertence, accident, oversight or breach of any duty or obligations on the part of the Obligees or their respective officers, employees and agents or their failure to inquire into, contest, or litigate any claim, whenever such negligence, inadvertence, accident, oversight, breach or failure may occur or have occurred. I acknowledge that a fee of CAD\$0.14097 per lost Millennial Share is payable by the undersigned. Surety protection for the Obligees is provided under Blanket Lost Original Instruments/Waiver of Probate or Administration Bond No. 35900-16 issued by Aviva Insurance Company of Canada.

SHAREHOLDER SIGNATURE(S)

Signature guaranteed by
(if required under Instruction 3)

Authorized Signature

Name of Guarantor (please print or type)

Address of Guarantor (please print or type)

Dated: _____, 20__

Signature of Shareholder or authorized
representative (see Instructions 2 and 4)

Address

Name of Shareholder (please print or type)

Telephone No

Name of authorized representative, if
applicable (please print or type)

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), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

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

INSTRUCTIONS

1. Use of Letter of Transmittal

The method used to deliver this Letter of Transmittal and any accompanying certificates or DRS Advice Statements representing Millennial Shares is at the option and risk of the holder, and delivery will be deemed effective only when such documents are actually received. LAC recommends that the necessary documentation be hand delivered to the Depository at its office(s) specified on the last page of this Letter of Transmittal, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. A shareholder whose Millennial Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Millennial Shares.

2. Signatures

This Letter of Transmittal must be filled in and signed by the holder of Millennial Shares described above or by such holder's duly authorized representative (in accordance with Instruction 4).

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s) or DRS Advice Statement(s), such signature(s) on this Letter of Transmittal must correspond with the names(s) as registered or as written on the face of such certificate(s) or DRS Advice Statement(s), as applicable, without any change whatsoever, and the certificate(s) need not be endorsed. If such deposited certificate(s) or DRS Advice Statement(s) are owned of record by two or more joint owners, all such owners must sign the Letter of Transmittal.
- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) or DRS Advice Statement(s), as applicable:
 - (i) such deposited certificate(s) or DRS Advice Statement(s), as applicable, 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) or DRS Advice Statement(s), as applicable, and must be guaranteed as noted in Instruction 3 below.

3. Guarantee of Signatures

If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Deposited Shares, or if the payment is to be issued in the name of a person other than the registered owner of the Deposited Shares, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

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

Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

4. **Signed by a Representative**

If this Letter of Transmittal is signed by a person in a representative capacity, such as (a) an executor, administrator, trustee or guardian, or (b) on behalf of a corporation, partnership, or association, then in each case 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). Either LAC or the Depository, at its discretion, may require additional evidence of authority or additional documentation.

5. **Miscellaneous**

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates or DRS Advice Statement(s), as applicable, for Deposited Shares or additional certificate numbers or account numbers, as applicable, and number of Deposited Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Deposited Shares are registered in different forms (e.g. "John Doe" and "J. Doe") a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted.
- (d) The Arrangement and any agreement in connection with the Arrangement will be construed in accordance with and governed by the laws of the Province of British Columbia and the laws of Canada applicable therein.
- (e) Additional copies of the Circular and this Letter of Transmittal may be obtained from the Depository at any of its respective offices at the addresses listed below.

6. **Lost Certificates**

Option #1: If a certificate has been lost, stolen or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded together with a letter describing the loss to the Depository. The Depository will respond with the replacement requirements.

Option #2: Alternatively, Shareholders who have lost, stolen, or destroyed their certificate(s) may participate in Computershare's blanket bond program with Aviva Insurance Company of Canada by completing BOX E above, and submitting the applicable certified cheque or money order made payable to Computershare Investor Services Inc.

7. **IRS Form W-9 — U.S. Shareholders**

For the purposes of this Letter of Transmittal, a "U.S. person" means a beneficial owner of Millennial Shares that, for United States federal income tax purposes, is (a) an individual who is a citizen or resident of the United States, (b) a corporation, or other entity classified as a corporation for United States federal income tax purposes, that is created or organized in or under the laws of the United States, any state in the United States, or the District of Columbia, (c) an estate if the income of such estate is subject to United States federal income tax regardless of the source of such income, (d) a trust if (i) such trust has validly elected to

be treated as a U.S. person for United States federal income tax purposes or (ii) such trust is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of such trust, or (e) a partnership, limited liability company or other entity classified as a partnership for United States tax purposes that is created or organized in or under the laws of the United States, any state in the United States, or the District of Columbia.

In order to avoid “backup withholding” of United States income tax on payments of cash consideration made with respect to the Millennial Shares pursuant to the Arrangement, a U.S. Shareholder that is a U.S. person must generally provide the person's correct taxpayer identification number (“**TIN**”) on IRS Form W-9 and certify, under penalties of perjury, that such number is correct and that such Shareholder is not subject to backup withholding, or otherwise establish a basis for exemption from backup withholding. If the correct TIN is not provided or if any other information is not correctly provided, a penalty may be imposed on the U.S. Shareholder by the IRS and payments of cash consideration made with respect to the Millennial Shares may be subject to backup withholding at a rate of 24%. A copy of IRS Form W-9 is attached to this Letter of Transmittal and is also available from the IRS by calling 1-800-TAX-FORM (1-800-829-3676) or from the IRS website, www.irs.gov.

Certain holders (including, among others, all corporations, certain tax-exempt organizations and certain non-U.S. persons) are generally exempt from backup withholding. To prevent possible erroneous backup withholding, U.S. persons that are exempt holders should furnish their TIN in Part I of the enclosed IRS Form W-9, provide the applicable codes in the box labeled “Exemptions” and sign, date and send the form to the Depository. For more details, see the enclosed IRS Form W-9. If the IRS Form W-9 is not applicable to a U.S. Shareholder because such U.S. Shareholder is not a U.S. person, such U.S. Shareholder will instead need to submit to the Depository an appropriate and properly completed IRS Form W-8, signed under penalties of perjury, to establish an exemption from backup withholding. Such Shareholders should consult a tax advisor to determine which Form W-8 is appropriate. A copy of the applicable IRS form can be obtained from the IRS or from the Depository. Each holder of Millennial Shares should consult its own tax advisors to determine whether, in connection with the Arrangement, such holder is exempt from backup withholding and information reporting and the procedure for obtaining such exemption.

The TIN for an individual U.S. citizen or resident is generally the individual's social security number or IRS individual taxpayer identification number. If a U.S. Shareholder has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future, then the U.S. Shareholder should write “Applied For” in the space for the TIN. If a U.S. Shareholder that is a U.S. person completes the Form W-9 in such manner but does not provide a TIN by the Effective Date, such Shareholder will be subject to backup withholding at a rate of 24% until a TIN is provided.

If backup withholding applies, the Depository is required to withhold on any payments of cash consideration made with respect to the Millennial Shares pursuant to the Arrangement. Backup withholding is not an additional tax. A holder of Millennial Shares subject to the backup withholding rules will be allowed a credit of the amount withheld against such holder's U.S. federal income tax liability. If backup withholding results in an overpayment of tax, such holder may be entitled to a refund, provided the requisite information is furnished to the IRS in a timely manner.

A U.S. SHAREHOLDER WHO FAILS TO PROPERLY COMPLETE AND TIMELY SUBMIT THE IRS FORM W-9 OR, WHERE APPLICABLE, THE APPROPRIATE IRS FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY 24%) WITH RESPECT TO ALL OR A PORTION OF THE PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT AND MAY BE SUBJECT TO PENALTIES IMPOSED BY THE IRS. SERIOUS PENALTIES MAY BE

IMPOSED FOR PROVIDING FALSE INFORMATION IN SUCH FORMS WHICH, IF WILLFULLY DONE, MAY RESULT IN FINES AND/OR IMPRISONMENT.

Millennial Shareholders should consult their own tax advisors as to the applicability of the backup withholding and information reporting requirements to them, their qualification for an exemption from such requirements and the proper completion of the appropriate forms.

The Depositary is:

COMPUTERSHARE INVESTOR SERVICES INC.

By Hand or by Courier

100 University Avenue, 8th Floor, North Tower
Toronto, Ontario
M5J 2Y1

By Mail

P.O. Box 7021
31 Adelaide St E
Toronto, ON M5C 3H2
Attention: Corporate Actions

For Inquiries Only:

Toll Free: 1-800-564-6253

E-Mail: corporateactions@computershare.com