



***THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. THIS LETTER OF TRANSMITTAL IS FOR USE IN ACCEPTING THE OFFER BY GROUP MACH ACQUISITION INC. TO PURCHASE NOT LESS THAN 6,900,000 CLASS B VOTING SHARES TOGETHER WITH THE ASSOCIATED RIGHTS ISSUED AND OUTSTANDING UNDER THE SHAREHOLDER RIGHTS PLAN OF TRANSAT A.T. INC.***

**LETTER OF TRANSMITTAL**

**for the deposit of Class B voting shares of**

**TRANSAT A.T. INC**

**under the Offer dated August 2, 2019 made by**

**GROUP MACH ACQUISITION INC.**

**a wholly owned subsidiary of**

**GROUP MACH INC.**

**THE DEADLINE TO DEPOSIT THE SHARES UNDER THE OFFER IS 5:00 P.M. (MONTREAL TIME) ON AUGUST 13, 2019 (THE “DEPOSIT DEADLINE”).**

**COMPLETE AND DEPOSIT THE BLUE LETTER OF TRANSMITTAL FOR THE OFFER. DO NOT COMPLETE THE LETTER OF TRANSMITTAL PROVIDED BY TRANSAT FOR THE PLAN OF ARRANGEMENT.**

**USE THIS BLUE LETTER OF TRANSMITTAL IF:**

**YOU WISH TO ACCEPT THE OFFER AND ARE DEPOSITING CERTIFICATE(S) OR DRS STATEMENT(S) REPRESENTING CLASS B VOTING SHARES AND ASSOCIATED SRP RIGHTS (AS DEFINED BELOW).**

**SHAREHOLDERS WHO ACCEPT THE OFFER THROUGH A BOOK-ENTRY TRANSFER WILL BE DEEMED TO HAVE COMPLETED AND SUBMITTED A LETTER OF TRANSMITTAL AND BE BOUND BY THE TERMS HEREOF.**

This Letter of Transmittal (the “**Letter of Transmittal**”), properly completed and executed, together with all other required documents, is to be used to deposit Class B voting shares (the “**Shares**”), of Transat A.T. Inc. (“**Transat**”), together with the associated rights (the “**SRP Rights**”) issued under the Shareholder Rights Plan of Transat under the offer dated August 2, 2019 (the “**Offer**”) made by Group Mach Acquisition Inc. (“**Mach**” or the “**Offeror**”), a wholly owned subsidiary of Group Mach Inc., to purchase, upon and subject to the terms and conditions of the Offer, not less than 6,900,000 Shares, together with all associated SRP Rights that must be received by Laurel Hill Advisory Group (the “**Depository**”) at or prior to the Deposit Deadline at its office specified below. Pursuant to the Offer, holders of Shares (the “**Shareholders**”) will receive C\$14.00 in cash for each Share held.

Based on the public record, as at April 30, 2019, there were 35,376,271 Shares issued and outstanding. The Offer is for not less than 6,900,000 Shares, representing approximately 19.5% of the issued and outstanding Shares based on Transat’s publicly available information as at the date of the Offer. **Under no circumstances will the**

**Offeror acquire more than 19.9% of the Shares pursuant to the Offer. If it is subsequently determined that the 6,900,000 Shares subject to the Offer represent more than 19.9% of the Shares as of the date of the Offer, the Offer will be amended in order to ensure that the Offer is not a take-over bid pursuant to Regulation 62-104 respecting Take-Over Bids and Issuer Bids.**

Shareholders may also accept the Offer by following the procedures for a book-entry transfer set forth in Section 4 of the Offer, "Manner of Acceptance – Book-Entry Transfer". A Shareholder accepting the Offer by following the procedures for book-entry transfer does not need to use this Letter of Transmittal. Shareholders who accept the Offer through book-entry transfer will be deemed to have completed and submitted a Letter of Transmittal and be bound by the terms hereof. Accordingly, where Shares are deposited by way of book-entry transfer without delivery of an executed Letter of Transmittal, unless the context otherwise requires, references herein to the "undersigned" are to the Person on whose behalf that book-entry transfer is made (notwithstanding that such Person has not executed a Letter of Transmittal).

The terms and conditions of the Offer are incorporated by reference in this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal which are defined in the Offer have the respective meanings ascribed thereto in the Offer. All currency amounts expressed herein, unless otherwise indicated, are in Canadian dollars.

**Questions or requests for assistance in accepting the Offer, completing this Letter of Transmittal or depositing Shares with the Depositary may be directed to the Depositary. Their contact details are provided at the end of this document. Shareholders whose Shares are registered in the name of a broker, investment dealer, bank, trust company or other intermediary should immediately contact that intermediary for assistance if they wish to accept the Offer, in order to take the necessary steps to be able to deposit such Shares under the Offer. Intermediaries likely have established tendering cut-off times that are prior to the Deposit Deadline. Shareholders must instruct their brokers or other intermediaries promptly if they wish to tender.**

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN THE ADDRESS OF THE DEPOSITARY SET FORTH BELOW WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITARY.**

**THE CLOSING OF THE OFFER IS 5:00 P.M. (MONTREAL TIME) ON AUGUST 23, 2019 (THE "EXPIRY TIME") UNLESS THE OFFER IS ACCELERATED, EXTENDED OR WITHDRAWN BY THE OFFEROR.**

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

**TO: GROUP MACH ACQUISITION INC. ("Mach" or the "Offeror"), a wholly owned subsidiary of GROUP MACH INC.**

**AND TO: LAUREL HILL ADVISORY GROUP at its office set out herein.**

The undersigned delivers to you the enclosed certificate(s) or DRS Statement(s) representing Shares deposited under the Offer. Subject only to the provisions of the Offer regarding withdrawal, the undersigned irrevocably accepts the Offer for such Shares upon the terms and conditions contained in the Offer and this Letter of Transmittal and hereby assigns all right, title and interest therein to the Offeror. Unless waived by the Offeror, Shareholders are required to deposit the SRP Rights associated with each Share prior to the Deposit Deadline in order to effect a valid deposit of such Share or, if available, a Book-Entry Confirmation must be received by the Depositary with respect thereto. The undersigned understands that by depositing Shares to the Offer, the undersigned will be deemed to have deposited all SRP Rights associated with such Shares. **No additional payment will be made for the SRP Rights and no amount of the consideration to be paid by the Offeror will be allocated to the SRP Rights.** The following are the details of the enclosed certificate(s) or DRS Statement(s):

<b>THE SHARES</b> (Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the form below.)			
<b>Certificate Number(s) (if available)*</b>	<b>Name(s) in which Share(s) is (are) Registered (fill in exactly as name(s) appear(s) on certificate(s) or DRS Statement(s))**</b>	<b>Number of Shares Represented by Certificate(s) or DRS Statement(s)***</b>	<b>Number of Shares Deposited***</b>
<b>TOTAL:</b>			

<b>SRP RIGHTS</b> (To be completed if necessary.)		
<b>Name(s) in which Registered (please fill in exactly as name(s) appear(s) on certificate(s)) or DRS Statement(s))**</b>	<b>Number of SRP Rights Represented by Certificate or DRS Statement***</b>	<b>Number of SRP Rights Deposited</b>
<b>TOTAL:</b>		

\* A certificate number does not need to be provided if the Shares are represented by a DRS Statement. The Direct Registration System (DRS) is a system that allows shares to be held in book-entry form without having a physical share certificate issued as evidence of ownership. Instead, shares are held and registered electronically in the record systems of an issuer's transfer agent, which can be confirmed in the DRS Statement.

\*\* If Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different registered Shareholder. See Instruction 2 of this Letter of Transmittal, "Signatures".

\*\*\* Unless otherwise indicated, the total number of Shares evidenced by all certificates or DRS Statements delivered will be deemed to have been deposited. See Instruction 5 below, "Partial Deposits".

The undersigned acknowledges receipt of the Offer and acknowledges and agrees that there will be a binding agreement between the undersigned and the Offeror effective immediately following the time at which the Shares are deposited under the Offeror covered by this Letter of Transmittal (the "**Deposited Shares**") and delivers them to the Depositary in accordance with the terms and subject to the conditions of the Offer and this Letter of Transmittal.

The undersigned represents and warrants that:

- (a) the undersigned has reviewed the Offer;
- (b) the undersigned has been a holder of the Deposited Shares as of the Record Date, being July 17, 2019;
- (c) no letter of transmittal has been deposited by the Shareholder or any other Person on its behalf with respect to its Shares under the Proposed Arrangement;
- (d) the undersigned has full power and authority to deposit, sell, assign and transfer (i) the Deposited Shares, and (ii) all rights and benefits arising from such Deposited Shares, including, without limitation, any and all dividends, distributions, payments (including any payments received in respect of the exercise of Dissent Rights), securities, property, rights or other interests, including

SRP Rights which may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Deposited Shares or any of them on and after the date of the Offer, including, without limitation, any dividends, distributions or payments on such dividends, distributions, payments, securities, property, rights or other interests (collectively, “**Distributions**”) being deposited and all interests therein;

- (e) the undersigned has good title to and is the beneficial owner of the Deposited Shares (and any Distributions) being deposited within the meaning of applicable Laws;
- (f) the deposit of such Deposited Shares (and any Distributions) complies with applicable Laws;
- (g) the Deposited Shares (and any Distributions) have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any of the Deposited Shares (and any Distributions), to any other Person;
- (h) when the Deposited Shares (and any Distributions) are taken up and paid for by the Offeror, the Offeror will acquire good title to the Deposited Shares (and any Distributions) free and clear of all security interests, liens, restrictions, charges, encumbrances, claims, adverse interests, equities and rights of other Persons; and
- (i) the foregoing representations and warranties shall survive the completion of the Offer and the delivery to the Depositary of the Shares deposited under the Offer and any applicable Distributions.

**IN CONSIDERATION OF THE OFFER AND FOR VALUE RECEIVED**, upon the terms and subject to the conditions set forth in the Offer and in this Letter of Transmittal, subject only to the withdrawal rights in respect of the Shares described in the Offer, the undersigned irrevocably accepts the Offer for and in respect of the Deposited Shares and associated SRP Rights (unless the deposit is made pursuant to the procedure for book-entry transfer set forth in Section 4 of the Offer, “Manner of Acceptance – Book-Entry Transfer”) delivers to the Offeror the enclosed Share certificate(s) and/or DRS Statement(s), representing the Deposited Shares and associated SRP Rights and deposits, sells, assigns and transfers to the Offeror all right, title and interest in and to the Deposited Shares, and in and to all rights and benefits arising from the Deposited Shares, including, without limitation, the SRP Rights, whether or not separated from the Shares, and any and all Distributions.

The undersigned acknowledges that by execution of this Letter of Transmittal, except as otherwise agreed with Mach in writing, the undersigned is in agreement with Mach and Group Mach Inc. that effective as of the time the Shares are deposited under the Offer, the undersigned irrevocably and unconditionally releases, acquits and forever discharges, and shall be deemed to have irrevocably released, acquitted and forever discharged, Mach and Group Mach Inc. and their respective past and present subsidiaries, affiliates, associates, directors, officers, employees, advisors, agents and assigns of and from all actions, causes of actions, suits, claims and demands whatsoever, whether presently known or unknown, which the depositing Shareholder ever had, now has or may hereafter have against such entities and persons, or any of them, for or by reason of, or in any way arising out of any cause, matter or thing, by reason of or in connection with the undersigned having been a holder of Shares, Convertible Securities or other securities of Transat. Provided, however, that the foregoing release shall not operate to restrict any statutory rights of action the undersigned may have in respect of the Offer to the extent such may be available to the undersigned under applicable Laws.

The undersigned acknowledges that under certain circumstances the Offeror may, among other things, (i) vary the terms of the Offer, including, without limitation, by extending or abridging the period during which Shares may be deposited under the Offer where permitted by Law (see Section 6 of the Offer, “Variation or Change of the Offer”), or (ii) make such adjustments as it considers appropriate to the consideration payable by the Offeror and other terms of the Offer (including, without limitation, the type of securities offered to be purchased and the amounts payable therefor) to reflect any changes on or after the date of the Offer in the Shares or Transat’s capitalization (see Section 11 of the Offer, “Changes in Capitalization, Dividends, Distributions and Liens”). In addition, the undersigned acknowledges that if, on or after the date of the Offer, Transat should declare, set aside or pay any dividend or other Distribution, which is payable or distributable to Shareholders on a record date prior to the date of transfer into the name of the Offeror or its intermediary or transferee on the securities register maintained by or on behalf of Transat

in respect of Shares accepted for purchase under the Offer, then the Offeror may reduce the consideration payable by the Offeror pursuant to the Offer or the undersigned may be required to promptly transfer to the Offeror such Distributions, all in accordance with the terms of the Offer (see Section 4 of the Offer, “Manner of Acceptance – Dividends and Distributions”).

The undersigned irrevocably constitutes and appoints effective at and after the time (the “**Effective Time**”) that the Deposited Shares are tendered under the Offeror, the Offeror, each director and officer of the Offeror and any other Person designated by the Offeror in writing, as the true and lawful agent, attorney, attorney-in-fact and proxy of the holder of the Deposited Shares, which Deposited Shares upon being tendered under the Offer are, together with any Distribution thereon, hereinafter referred to as the “**Effective Shares**”), with respect to such Effective Shares, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable), in the name of and on behalf of such Shareholder to:

- (a) register or record the transfer and/or cancellation of such Effective Shares on the appropriate registers maintained by or on behalf of Transat;
- (b) instruct the Intermediary of a beneficial shareholder to appoint Alfred Buggé, Executive Vice-President, Mergers & Acquisitions of Mach and Vincent Chiara, President of Mach, as the proxyholders in respect of the Effective Shares and to vote against the Arrangement Resolution at the Special Meeting;
- (c) whether or not such shares are registered in the Offeror’s name, 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 and all of such Effective Shares, revoke any such instrument, authorization or consent previously given, or designate in any such instrument, authorization, requisition, resolution, consent or direction, any Person or Persons as the proxy of such Shareholder or proxy nominee or nominees of such Shareholder in respect of such Effective Shares for all purposes including, without limitation, in connection with any meeting (whether annual, special or otherwise or any adjournment or postponement thereof, including, without limitation, the Special Meeting) of holders of relevant securities of Transat;
- (d) execute, endorse and negotiate, for and in the name of and on behalf of such Shareholder, any and all cheques or other instruments representing any Distributions payable to or to the order of, or endorsed in favour of, and holder of such Effective Shares and/or designate in any instruments of proxy any Person(s) as the proxy or the proxy nominee(s) of such Shareholder in respect of such Distributions for all purposes;
- (e) exercise any rights of a holder of Effective Shares with respect to such Effective Shares including all rights of dissent associated with such Effective Shares in accordance with the *Canada Business Corporations Act* as modified by the Proposed Arrangement; and
- (f) 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 Effective Shares to the Offeror.

The undersigned accepts the Offer under the terms of this Letter of Transmittal (including by book-entry transfer) and revokes any and all other authority, whether as agent, attorney, 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 or any Distribution, and agrees that no subsequent authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise will be granted with respect to the Deposited Shares or any Distribution by or on behalf of the undersigned unless the Deposited Shares are not taken up and paid for under the Offer, are withdrawn in accordance with Section 7 of the Offer, “Withdrawal of Deposited Shares” or are subject to a Deemed Withdrawal.

The undersigned also agrees, effective on and after the date the Deposited Shares are tendered under the Offer, not to vote any of the Effective Shares at any meeting (whether annual, special or otherwise or any adjournment or postponement thereof) of holders of Shares or holders of Distributions and not to exercise any or all of the other

rights or privileges attached to the Effective Shares and 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, authorizations or consents, in form and on terms satisfactory to the Offeror, in respect of all or any of the Effective Shares. A Shareholder who executes a Letter of Transmittal also agrees to designate in such instruments of proxy the Person or Persons specified by the Offeror as the proxy or the proxy nominee or nominees of the holder in respect of the Effective Shares. **Upon such appointment, all prior proxies given by the holder of such Effective Shares with respect thereto shall be revoked and no subsequent proxies may be given by such Person with respect thereto.**

After the Deposit Deadline, depositing Shareholders can call 1-866-892-5387, toll-free, to facilitate the immediate revocation of any proxies associated with Deposited Shares not taken up and paid for by the Offeror under the Offer, if they so choose.

The undersigned covenants 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 Effective Shares to the Offeror. All authority herein conferred or agreed to be conferred is, to the extent permitted by Law, irrevocable and 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 herein shall be binding upon the heirs, executors, administrators, attorneys, personal representatives, successors and assigns of the undersigned.

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

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

Settlement with each Shareholder who has deposited (and not withdrawn or deemed withdrawn) Shares under the Offer that have been taken up and accepted for payment will be made by the Depositary by issuing, or causing to be issued, a cheque (except for payments in excess of C\$25 million, which will be made by wire transfer, as set out below) payable in Canadian funds in the amount to which the Shareholder depositing Shares is entitled.

Unless otherwise directed in this Letter of Transmittal, the cheque will be issued in the name of the registered holder of the Shares so deposited. Unless the undersigned instructs the Depositary to hold the cheque for pick-up by checking the appropriate box in this Letter of Transmittal, the cheque will be forwarded by first class mail to such Shareholder at the address specified in this Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the registered holder as shown on the securities register maintained by or on behalf of Transat. Cheques mailed in accordance with this paragraph will be deemed to be delivered at the time of mailing. The undersigned understands and acknowledges that under no circumstances will interest accrue, or be paid by the Offeror or the Depositary by reason of any delay in making payments for any Shares to any Person on account of Shares accepted for payment under the Offer.

Pursuant to the rules of the Canadian Payments Association, a C\$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 C\$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 C\$25 million, if applicable, will be made only in accordance with wire transfer instructions provided by the undersigned to the Depositary in writing. In the event wire transfer instructions are required as set out above, the Depositary will contact the 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.

Any Deposited Shares that are not taken up and paid for by the Offeror pursuant to the terms and conditions of the Offer for any reason will be returned, at the Offeror's expense, to the depositing Shareholder as soon as practicable after the Expiry Time or withdrawal or termination of the Offer by either: (i) sending certificates or DRS

Statements representing the Shares not purchased by first-class insured mail to the address of the depositing Shareholder specified in this Letter of Transmittal or, if such name or address is not so specified, in such name and to such address as shown on the securities register maintained by or on behalf of Transat; or (ii) in the case of Shares deposited by book-entry transfer, pursuant to the procedures set out in Section 4 of the Offer, “Manner of Acceptance – Book-Entry Transfer”, crediting such Shares to the account at CDS from which such book-entry transfer was made.

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

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Offer as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l’usage d’une lettre d’envoi en langue anglaise par le soussigné, le soussigné est réputé avoir requis que tout contrat atteste par l’offre et son acceptation par cette lettre d’envoi, de même que tous les documents qui s’y rapportent, soient rédigés exclusivement en langue anglaise.*

## SHAREHOLDER INFORMATION AND INSTRUCTIONS

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

<b>BLOCK A</b> <b>REGISTRATION AND PAYMENT</b> <b>INSTRUCTIONS</b>	<b>BLOCK B</b> <b>DELIVERY INSTRUCTIONS</b>
ISSUE CHEQUE IN THE NAME OF: (please print or type)	SEND CHEQUE (Unless Block C is checked) TO:
(Name)	☞ Same as address in Block A or to: (Name)
(E-mail Address)	(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)	(Telephone - Business Hours)
(Telephone - Business Hours)	(Tax Identification or Social Insurance)
(Tax Identification or Social Insurance)	* The delivery instructions given in this Block B will also be used to return certificate(s) representing Shares if required for any reason.
<div style="text-align: center;"> <b>BLOCK C</b>  <b>SPECIAL PICK-UP INSTRUCTIONS</b> </div> ☞ HOLD CHEQUE FOR PICK-UP AT THE OFFICE OF THE DEPOSITARY WHERE THIS LETTER OF TRANSMITTAL IS DEPOSITED (check box)	



**BOX D  
CURRENCY**

ALL CASH PAYMENTS WILL BE ISSUED IN CANADIAN DOLLARS

**BLOCK E  
SHAREHOLDER SIGNATURE**

**By signing below, the Shareholder expressly agrees to the terms and conditions set forth above.**

This Letter of Transmittal must be signed below by the registered Shareholder(s) exactly as the name(s) of the registered holder(s) appear(s) on the certificate(s) or DRS Statement(s) representing the Deposited Shares or on a security position listing or by Person(s) authorized to become registrant holder(s) by certificate(s) and documents transmitted herewith, or, pursuant to Instruction 3, by a fiduciary or authorized representative.

Signature guaranteed by (if required under  
Instruction 2):

Dated:

\_\_\_\_\_  
Authorized Signature of Guarantor

\_\_\_\_\_  
Signature of Shareholder or Authorized  
Representative (see Instructions 2 and 3)

\_\_\_\_\_  
Name of Guarantor (please print or type)

\_\_\_\_\_  
Name of Shareholder or Authorized Representative  
(please print or type)

\_\_\_\_\_  
Address of Guarantor (please print or type)

\_\_\_\_\_  
Daytime telephone number or facsimile number of  
Shareholder or Authorized Representative

\_\_\_\_\_  
Tax Identification or Social Insurance Number

## INSTRUCTIONS

### 1. Use of Letter of Transmittal

- (a) This properly completed and executed Letter of Transmittal, with the signature(s) guaranteed, if required by Instruction 2 below, together with the accompanying certificate(s) or DRS Statement(s) representing the Deposited Shares (or, alternatively, Book-Entry Confirmation with respect thereto), and all other documents required by the terms of the Offer and this Letter of Transmittal must be received by the Depositary at its office specified in this Letter of Transmittal at or prior to the Deposit Deadline, unless the Offer is accelerated, extended or withdrawn.
- (b) The method used to deliver this Letter of Transmittal, any accompanying certificate(s) or DRS Statement(s) representing Shares and all other required documents is at the option and risk of the Shareholder depositing these documents. The Offeror recommends that these documents be delivered by hand to the Depositary and that a receipt be obtained or, if mailed, that registered mail, with return receipt requested, be used and that proper insurance be obtained. It is suggested that any such mailing be made sufficiently in advance of the Deposit Deadline to permit delivery to the Depositary at or prior to the Deposit Deadline. Delivery will only be effective upon actual physical receipt by the Depositary.
- (c) Shareholders whose Shares are registered in the name of a broker, investment dealer, bank, trust company or other intermediary should immediately contact that intermediary for assistance if they wish to accept the Offer, in order to take the necessary steps to be able to deposit such Shares under the Offer. Intermediaries likely have established tendering cut-off times that are prior to the Deposit Deadline. Shareholders must instruct their brokers or other intermediaries promptly if they wish to tender.

### 2. Signatures

This Letter of Transmittal must be completed and executed by the Shareholder accepting the Offer described above or by such Shareholder's duly authorized representative (in accordance with Instruction 3 below).

- (a) If this Letter of Transmittal is executed by the registered holder(s) of the accompanying certificate(s) or DRS Statement(s), such signature(s) on this Letter of Transmittal must correspond exactly with the name(s) as registered or as written on the face of such certificate(s) or DRS Statement(s) without any change whatsoever, and the certificate(s) or DRS Statement(s) need not be endorsed. If such deposited certificate(s) or DRS Statement(s) are owned of record by two or more joint holders, all such holders must execute this Letter of Transmittal.
- (b) Notwithstanding Instruction 2(a), if this Letter of Transmittal is executed by a Person other than the registered holder(s) of the accompanying certificate(s) or DRS Statement(s), or if this Letter of Transmittal is executed other than exactly as the name of the registered Shareholder appears on the share certificate or DRS Statement, or if the cheque(s) is/are to be issued or sent to a Person other than the registered holder(s), or if the certificate(s) or DRS Statement(s) representing Shares in respect of which the Offer is not being accepted is/are to be returned to a Person other than such registered holder(s) or sent to an address other than the address of the registered holder(s) shown on the securities register maintained by or on behalf of Transat:
  - (i) the accompanying certificate(s) or DRS Statement(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney, in either case, duly and properly completed by the registered holder(s);
  - (ii) the signature on the endorsement panel or share transfer power of attorney must correspond exactly to the name(s) of the registered holder(s) as registered or as written on the face of the certificate(s) or DRS Statement(s); and

- (iii) such signature must be guaranteed by an Eligible Institution (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 or an eligible guarantor institution with membership in an approved Medallion signature guarantee program, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange 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, Inc. or banks in Canada or the United States.

### 3. **Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal, or any share certificate of DRS Statement or share transfer power of attorney is executed by a Person 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. Either the Offeror or the Depository, at its sole discretion, may require additional evidence of authority or additional documentation.

### 4. **Delivery Instructions**

If any cheque(s) is (are) to be sent to or if certificate(s) or DRS Statement(s) representing Shares in respect of which the Offer is not being accepted is (are) are to be returned to someone at an address other than the address of the Shareholder as it appears in Block A on this Letter of Transmittal, entitled “Registration and Payment Instructions”, then Block B on this Letter of Transmittal, entitled “Delivery Instructions”, should be completed. If Block B is not completed, any cheque(s) will be mailed to the depositing Shareholder at the address of such Shareholder as it appears in Block A or, if no address is provided in Block A, then it will be mailed to the address of such Shareholder as it appears on the securities register maintained by or on behalf of Transat. Any share certificate(s) or DRS Statement(s) and/or cheque(s) mailed in accordance with the terms of the Offer and this Letter of Transmittal will be deemed to be delivered at the time of mailing.

### 5. **Partial Deposits**

If fewer than the total number of Shares evidenced by any certificate(s) or DRS Statement(s) submitted is to be deposited, fill in the number of Shares to be deposited in the appropriate space on this Letter of Transmittal. In such case, new certificate(s) or DRS Statement(s) for the number of Shares not deposited under the Offer will be sent to the registered holder as soon as practicable after the Expiry Time (unless such holder completes Block B on this Letter of Transmittal). The total number of Shares evidenced by all certificates delivered will be deemed to have been deposited unless otherwise indicated. **Note that this Instruction is not applicable to Shareholders who deposit their Shares by book-entry transfer.**

### 6. **Currency of Payment**

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

### 7. **Miscellaneous**

- (a) If the space in this Letter of Transmittal is insufficient to list all certificates representing Shares, additional certificate and number of 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 properly completed and executed for each different registration.

- (c) Subject to paragraph (f) below, no alternative, conditional or contingent deposits will be accepted. All depositing Shareholders, by execution of this Letter of Transmittal, waive any right to receive any notice of the acceptance of Deposited Shares for payment, except as required by Laws.
- (d) The Offer and all contracts resulting from acceptance thereof shall be governed by and construed in accordance with the Laws of the Province of Quebec and the federal Laws of Canada applicable therein. Each party to any agreement resulting from the acceptance of the Offer unconditionally and irrevocably attorns to the exclusive jurisdiction of the courts of the Province of Quebec and all courts competent to hear appeals therefrom.
- (e) Before completing this Letter of Transmittal, you are urged to read the accompanying Offer.
- (f) All questions as to the validity, form, eligibility (including, without limitation, timely receipt) and acceptance of any Shares deposited under the Offer will be determined by the Offeror in its sole discretion. Depositing Shareholders agree that such determination will be final and binding. The Offeror reserves the absolute right to reject any and all deposits that it determines not to be in proper form or to any Person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the Laws of such jurisdiction. The Offeror reserves the absolute right to waive any defects or irregularities in the deposit of any Shares or any notice of withdrawal. There shall be no duty or obligation of the Offeror or the Depositary or any other Person to give notice of any defect or irregularity in any deposit of any Shares and any notice of withdrawal and no liability shall be incurred or suffered by any of them for failure to give any such notice. The Offeror's interpretation of the terms and conditions of the Offer, this Letter of Transmittal and any other related documents will be final and binding. The Offeror reserves the right to permit the Offer to be accepted in a manner other than that set out in the Offer.
- (g) Additional copies of the Offer and this Letter of Transmittal may be obtained without charge on request from the Depositary at its address specified in this Letter of Transmittal.
- (h) The Offeror will not pay any fees or commissions to any stockbroker, dealer or other person for soliciting deposits of Shares under the Offer, other than to the Depositary and except as otherwise set out in the accompanying Offer.

## **8. Lost Certificates**

If a certificate representing Shares 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 at its office specified in this Letter of Transmittal. The Depositary will forward such letter to the registrar and transfer agent for the Shares so that the registrar and transfer agent may provide replacement instructions. If a certificate representing Shares has been lost, destroyed, mutilated or mislaid, the foregoing action must be taken sufficiently in advance of the Deposit Deadline in order to obtain a replacement certificate in sufficient time to permit the Shares represented by the replacement certificate to be deposited under the Offer at or prior to the Deposit Deadline.

## **9. Assistance**

**Questions or requests for assistance in accepting the Offer, completing this Letter of Transmittal and depositing the Shares with the Depositary may be directed to the Depositary. The Depositary's contact details are provided at the end of this document. Shareholders whose Shares are registered in the name of a broker, investment dealer, bank, trust company or other intermediary should immediately contact that intermediary for assistance if they wish to accept the Offer, in order to take the necessary steps to be able to deposit such Shares under the Offer. Intermediaries likely have established tendering cut-**

off times that are prior to the Deposit Deadline. Shareholders must instruct their brokers or other intermediaries promptly if they wish to tender.

**SHAREHOLDERS SHOULD CONTACT THE DEPOSITARY OR THEIR BROKER OR OTHER FINANCIAL ADVISOR FOR ASSISTANCE IN ACCEPTING THE OFFER, COMPLETING THIS LETTER OF TRANSMITTAL AND DEPOSITING SHARES WITH THE DEPOSITARY.**

**THIS LETTER OF TRANSMITTAL (TOGETHER WITH CERTIFICATES OR DRS STATEMENTS REPRESENTING THE SHARES AND ALL OTHER REQUIRED DOCUMENTS) MUST BE RECEIVED BY THE DEPOSITARY AT OR PRIOR TO THE DEPOSIT DEADLINE.**

#### **10. Privacy Notice**

Laurel Hill Advisory Group is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you - from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve your and our clients' needs and for other lawful purposes relating to our services. We have prepared a *Privacy Code* to tell you more about our information practices, how your privacy is protected and how to contact our Chief Privacy Officer. It is available at our website, [laurelhill.com](http://laurelhill.com), or by writing us at 70 University Avenue, Suite 1440 Toronto, ON M5J 2M4. Laurel Hill Advisory Group 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.

The Depositary and Information Agent for the Offer is:



Laurel Hill Advisory Group  
70 University Avenue, Suite 1440  
Toronto, ON M5J 2M4

**North American Toll Free Phone:**

1-877-452-7184

**Collect Outside of North America:**

1-416-304-0211

E-mail:

[assistance@laurelhill.com](mailto:assistance@laurelhill.com)

By Mail:

PO Box 370, STN Adelaide Toronto, Ontario  
Canada M5C 2J5

**By Registered Mail, Hand or Courier:**

70 University Avenue, Suite 1440 Toronto, Ontario Canada M5J 2M4

**Facsimile:**

1-416-646-2415

Any questions or requests for assistance or additional copies of this Letter of Transmittal and the Offer may be directed by holders of Shares to Laurel Hill Advisory Group, the Depositary, at their telephone number and location set out above. You may also contact your broker, dealer, commercial bank or trust company or other intermediary for assistance concerning the Offer.