

## RECEIPT OF ADRIATIC SHARES FAQ

### What will I receive?

#### Shares

Under the terms of the Arrangement, the Tethyan Shareholders will receive 0.166 (the "Exchange Ratio") of one Adriatic Share ("Consideration Shares"), in exchange for each Tethyan Share held. The Adriatic Shares you receive will be listed for trading on the LSE.

#### Warrants

If you hold Tethyan Warrants, each Tethyan Warrant will be exchanged for warrants issued by Adriatic. The number of Adriatic Shares issuable on exercise of such warrants, and the exercise price, will be adjusted based on the Exchange Ratio. In addition, the exercise price shall be converted to Sterling based on the exchange rate on the effective date of the Arrangement. The terms of the warrants issued by Adriatic shall otherwise be the same as the terms of the Tethyan Warrants for which they were exchanged.

### When and how will I receive my Adriatic Shares?

#### Registered Holders

A Registered Tethyan Shareholder must complete, sign, date and return the Letter of Transmittal, which was mailed together with the most recent proxy documents. It is recommended that Registered Tethyan Shareholders complete, sign and return the Letter of Transmittal, along with the accompanying Tethyan Share certificate(s), if applicable, and any other required documents or instruments to Computershare Investor Services Inc. (the "Depositary") as soon as possible.

The Letter of Transmittal is also available from the Depositary, by telephone at: 1-800-564-6253 (toll-free in North America) or 514-982-7555 (international); or under Tethyan's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Registered Tethyan Shareholders should return properly completed documents to the Depositary, including the Letter of Transmittal, by mail to P.O. Box 7021, 31 Adelaide St E, Toronto, ON, M5C 3H2, Attention: Corporate Actions and by registered mail, hand or courier to 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, Attention: Corporate Actions. Tethyan Shareholders with questions regarding the deposit of their Tethyan Shares should contact the Depositary by telephone at: 1-800-564-6253 (toll-free in North America) or 514-982-7555 (international). Further information with respect to the Depositary is set forth in Letter of Transmittal.



Where a certificate representing the Tethyan Shares has been destroyed, lost or stolen, the Registered Tethyan Shareholder of that certificate should immediately contact the Depository by telephone at: 1-800-564-6253 (toll-free in North America) or 514-982-7555 (international).

### **Non-Registered Shareholders**

Tethyan Shareholders whose Tethyan Shares are registered in the name of a broker, investment dealer or other intermediary should contact that broker, investment dealer or other intermediary for instructions and assistance in depositing their Tethyan Shares with the Depository. **Non-Registered Tethyan Shareholders do not need to return a Letter of Transmittal.**

**NON-REGISTERED TETHYAN SHAREHOLDERS SHOULD CONTACT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY TO CONFIRM THAT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY HAS MADE ARRANGEMENTS TO RECEIVE THE NUMBER OF ADRIATIC SHARES REQUIRED TO SATISFY THE CONSIDERATION SHARES PAYABLE TO SUCH NON-REGISTERED TETHYAN SHAREHOLDER PURSUANT TO THE PLAN OF ARRANGEMENT INCLUDING, AS APPLICABLE, TO DEPOSIT ADRIATIC SHARES INTO CREST VIA THE CCSS SERVICE. THE DEPOSITARY WILL NOT BE INVOLVED IN FACILITATING THIS PROCESS.**

**THIS LETTER OF TRANSMITTAL MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, COMPUTERSHARE INVESTOR SERVICES INC., IN A TIMELY MANNER IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN.**

The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed. You are strongly urged to read the accompanying management information circular before completing this Letter of Transmittal.

This Letter of Transmittal is for use only by registered shareholders of Tethyan Resource Corp. Shareholders whose common shares are registered in the name of a broker, investment dealer or other intermediary should contact that intermediary for assistance in depositing their common shares and should follow the instructions of such intermediary in order to deposit their common shares.

The Depository or your financial advisor can assist you in completing this Letter of Transmittal (see the back of this Letter of Transmittal for contact information for the Depository).

*If you have any questions or require more information with regard to the procedures for completing this Letter of Transmittal, please contact the Depository toll-free (North America) at 1-800-564-6253 or outside of North America at 1-514-982-7555. You may also email the Depository at [corporateactions@computershare.com](mailto:corporateactions@computershare.com).*

## **LETTER OF TRANSMITTAL FOR COMMON SHARES OF TETHYAN RESOURCE CORP.**

This Letter of Transmittal is for use by registered holders of common shares (the “**Tethyan Shares**”) of Tethyan Resource Corp. (“**Tethyan**”). This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany certificates, or the equivalent, for Tethyan Shares deposited in connection with the proposed plan of arrangement (the “**Arrangement**”) involving Tethyan and Adriatic Metals plc (“**Adriatic**”) as described in Tethyan’s management information circular dated July 13, 2020 (the “**Circular**”). The Arrangement is being submitted for approval at the annual general and special meeting of shareholders of Tethyan that is scheduled to be held on August 17, 2020, or any adjournment or postponement thereof (the “**Tethyan Meeting**”).

Holders of Tethyan Shares are encouraged to carefully review the Circular in its entirety and should consult their own advisors prior to submitting a Letter of Transmittal.

Pursuant to, and upon completion of, the Arrangement, Adriatic will acquire all of the issued and outstanding Tethyan Shares and each holder of Tethyan Shares (“**Tethyan Shareholder**”) (other than Adriatic and holders who have validly exercised rights of dissent provided to them) at the effective time of the Arrangement (the “**Effective Time**”) will be entitled to receive 0.166 of one ordinary share in the capital of Adriatic (each whole ordinary share, an “**Adriatic Share**”) for each Tethyan Share held by such Tethyan Shareholder (the “**Consideration**”). In order for a registered Tethyan Shareholder to receive the Consideration to which such Tethyan Shareholder is entitled, such Tethyan Shareholder must deliver to Computershare Investor Services Inc. (the “**Depository**”), this Letter of Transmittal, properly completed and duly executed, the certificate(s) (if any), representing their Tethyan Shares and all other documents and instruments referred to in this Letter of Transmittal or reasonably requested by the Depository.

**The effective date of the Arrangement (the “Effective Date”) will occur after all conditions to completion of the Arrangement have been satisfied or waived. No payment of any Consideration will be made prior to the Effective Time on the Effective Date.**

This Letter of Transmittal is for use by registered Tethyan Shareholders only and is not to be used by non-registered, beneficial holders of Tethyan Shares. A non-registered holder does not have Tethyan Shares registered in its name; rather, such Tethyan Shares are registered in the name of the broker, investment dealer or other intermediary through which it purchased the Tethyan Shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”) or The Depository Trust Company (“**DTC**”) or its nominee of which the intermediary is a

participant.

Where Tethyan Shares are currently registered in the name of a nominee such as CDS or DTC, brokers, investment dealers and other intermediaries are advised that in order to have the Adriatic Shares that the non-registered Tethyan Shareholder is entitled to receive pursuant to the Arrangement deposited into the electronic settlement system operated by Euroclear UK & Ireland Limited (“CREST”), such intermediary must make arrangements with a CREST participant to deposit such Adriatic Shares into CREST in accordance with the procedures set forth in the CREST manual. As the procedures for depositing Adriatic Shares into CREST may vary between individual CREST participants, brokers, investment dealers and other intermediaries are encouraged to seek advice from their CREST participant with respect to the process to be followed. Failure to provide accurate information to the Depositary or providing incomplete or inaccurate information will result in delays in the receipt of Adriatic Shares by such non-registered Tethyan Shareholders. In the event of any interruption, failure or breakdown of CREST or the facilities and/or systems operated by Computershare Investor Services plc or in the event that improper or incomplete CREST details are provided, Adriatic Shares issued in connection with the Arrangement will remain in certificated form. **NON-REGISTERED TETHYAN SHAREHOLDERS SHOULD CONTACT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY TO CONFIRM THAT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY HAS MADE ARRANGEMENTS TO RECEIVE THE NUMBER OF ADRIATIC SHARES REQUIRED TO SATISFY THE CONSIDERATION PAYABLE TO SUCH NON-REGISTERED TETHYAN SHAREHOLDER PURSUANT TO THE PLAN OF ARRANGEMENT INCLUDING, AS APPLICABLE, TO DEPOSIT ADRIATIC SHARES INTO CREST VIA THE CREST COURIER AND SORTING SERVICE. THE DEPOSITARY WILL NOT BE INVOLVED IN FACILITATING THIS PROCESS.**

Registered holders of Tethyan Shares who hold a direct registration system advice (“DRS Advice”) representing their Tethyan Shares must complete this Letter of Transmittal. However, such holders will not be required to surrender any previously issued DRS Advices in order to receive their Consideration.

In accordance with the Arrangement, no fractional Adriatic Shares will be issued to any Tethyan Shareholders. If any Tethyan Shareholder is otherwise entitled to a fractional Adriatic Share pursuant to the terms of the Arrangement, the number of Adriatic Shares to be delivered by the Depositary to that Tethyan Shareholder will be rounded down to the nearest whole number of Adriatic Shares.

In accordance with the Arrangement, Tethyan, Adriatic and the Depositary shall be entitled to deduct and withhold from any consideration payable to any Tethyan Shareholder and from all dividends or distributions otherwise payable to any former Tethyan Shareholders such amounts as Tethyan, Adriatic or the Depositary is required to deduct and withhold from such consideration under applicable tax laws.

**All deposits made under this Letter of Transmittal are irrevocable. Should the Arrangement not proceed for any reason, the deposited certificates and other relevant documents shall be returned in accordance with the instructions herein. Whether or not the undersigned delivers the required documentation to the Depositary, as of the Effective Time, the undersigned will cease to be a holder of Tethyan Shares and, subject to the ultimate expiry deadline identified below, will only be entitled to receive the Consideration to which the undersigned is entitled under the Arrangement.**

**TETHYAN SHAREHOLDERS WHO DO NOT DELIVER THIS LETTER OF TRANSMITTAL, A CERTIFICATE REPRESENTING THEIR TETHYAN SHARES (IF ANY), AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE DATE THAT IS SIX YEARS AFTER THE EFFECTIVE DATE WILL LOSE THEIR RIGHT TO RECEIVE THE CONSIDERATION IN EXCHANGE FOR SUCH TETHYAN SHAREHOLDER’S TETHYAN SHARES. The Consideration that such Tethyan Shareholder was entitled to receive shall be automatically cancelled without any repayment of capital in respect thereof and shall be delivered to Adriatic by the Depositary. Certificates or other evidence of ownership representing Adriatic Shares forming the Consideration shall be cancelled by Adriatic, and the interest of the Tethyan Shareholder in such Adriatic Shares to which it was entitled shall be terminated.**

Until receipt of a completed Letter of Transmittal, along with surrender of the associated share certificate (if any), each certificate/DRS Advice that immediately prior to the Effective Time represented Tethyan Shares will, subject to certain exceptions, be deemed at any time after the Effective Time to represent only the right to receive: (a) the aggregate Consideration which the holder is entitled to receive in accordance with the Arrangement, and (b) any dividends or distributions with a record date on or after the Effective Date that are paid or payable prior to the date of receipt of the Letter of Transmittal and surrender of certificates (if applicable) on any Adriatic Shares which the holder of such Tethyan Shares was entitled to receive under the Arrangement.

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ON THE LAST PAGE HEREOF WILL NOT CONSTITUTE VALID DELIVERY.**

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**TO: TETHYAN RESOURCE CORP.**

**AND TO: ADRIATIC METLAS PLC**

**AND TO: COMPUTERSHARE INVESTOR SERVICES INC. at its offices set out herein.**

In connection with the Arrangement being considered for approval at the Tethyan Meeting, the undersigned delivers to you this Letter of Transmittal in respect of the Tethyan Shares identified below (the “**Deposited Shares**”) together with, if applicable, the enclosed certificate(s) representing the Deposited Shares. The following are the details of the Deposited Shares:

<b>Certificate Number(s) or DRS Advice Holder ID</b>	<b>Name in Which Registered</b>	<b>Number of Tethyan Shares Deposited</b>

**LOST CERTIFICATES: If your certificates have been lost, misplaced, or destroyed, you can replace them by following the directions under Instruction 6.**

The undersigned transmits herewith the certificate(s) (if any) described above for cancellation upon the Arrangement becoming effective.

The undersigned acknowledges receipt of the Circular and represents and warrants in favour of Tethyan and Adriatic that: (i) the undersigned is the registered and legal owner of, and has good right and title and sufficient authority to deposit, sell and transfer, the Deposited Shares, and that such Deposited Shares represent all of the Tethyan Shares owned, directly or indirectly, by the undersigned; (ii) such Deposited Shares are owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the Deposited Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Shares to any other person; (iv) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the Deposited Shares and, at the Effective Time, Adriatic will acquire good title to the Deposited Shares (as the same are modified pursuant to the Arrangement) free from all mortgages, liens, charges, encumbrances, security interests, claims and equities; (v) the surrender of the Deposited Shares complies with all applicable laws; and (vi) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate. These representations and warranties shall survive the completion of the Arrangement.

IN CONNECTION WITH THE ARRANGEMENT AND FOR VALUE RECEIVED, at the Effective Time all of the right, title and interest of the undersigned in and to the Deposited Shares and in and to any and all dividends, distributions, payments, securities, rights, warrants, assets or other interests (collectively, “**distributions**”) which may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Deposited Shares or any of them as and from the Effective Date, as well as the right of the undersigned to receive any and all distributions shall have been assigned to Adriatic. If, notwithstanding such assignment, any distributions are received by or made payable to or to the order of the undersigned, then the undersigned shall promptly pay or deliver the whole of any such distribution to the Depositary for the account of Adriatic, together with appropriate documentation of transfer.

Under the Arrangement, no dividends or other distributions payable in respect of Adriatic Shares with a record date after the Effective Time shall be delivered to a person who, immediately prior to the Effective Time, held Tethyan Shares and who has not completed a Letter of Transmittal and surrendered all certificate(s) (if any) that, immediately prior to the Effective Time, represented outstanding Tethyan Shares. Subject to applicable laws, following receipt of the Letter of Transmittal and surrender of certificates (if applicable), there shall be delivered to the undersigned,

without interest, the amount of dividends or other distributions with a record date after the Effective Time theretofore paid with respect to such Adriatic Shares to which the undersigned is entitled.

The undersigned irrevocably constitutes and appoints the Depositary, any one officer or director of Adriatic, or its affiliate, or any other person designated by Adriatic in writing, the true and lawful agent, attorney and attorney-in-fact of the undersigned with respect to the Deposited Shares purchased in connection with the Arrangement with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) to, in the name of and on behalf of the undersigned, (i) register or record the transfer of such Deposited Shares consisting of securities on the registers of Tethyan and (ii) execute and negotiate any cheques or other instruments representing any such distribution referred to above payable to or to the order of the undersigned.

The undersigned revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares or any distributions other than as set out in this Letter of Transmittal and in any proxy granted for use at the Tethyan Meeting. Other than in connection with the Tethyan Meeting, no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Shares or any distributions by or on behalf of the undersigned, unless the Deposited Shares are not transferred to and acquired by Adriatic in connection with the Arrangement.

The undersigned covenants and agrees to execute all such documents, transfers and other assurances as may be necessary or desirable to convey the Deposited Shares and distributions effectively to Adriatic.

The undersigned agrees that all questions as to validity, form, eligibility (including timely receipts) and acceptance of any Tethyan Shares surrendered in connection with the Arrangement shall be determined by Adriatic in its sole discretion and that such determination shall be final and binding and acknowledges that there is no duty or obligation upon Tethyan, Adriatic, the Depositary or any other person to give notice of any defect or irregularity in any such surrender of Tethyan Shares and no liability will be incurred by any of them for failure to give any such notice.

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

The undersigned instructs the Depositary, upon the Arrangement becoming effective, to deliver the Adriatic Shares representing the Consideration that the undersigned is entitled to pursuant to the Arrangement in exchange for the Deposited Shares in accordance with the instructions given below. Should the Arrangement not proceed for any reason, the deposited certificates and any DRS Advice submitted, and other relevant documents shall be returned in accordance with the instructions in the preceding sentence. The undersigned acknowledges that the delivery of Deposited Shares pursuant to this Letter of Transmittal is irrevocable.

The undersigned acknowledges that, in accordance with the Arrangement, Adriatic, Tethyan and the Depositary shall be entitled to deduct and withhold from any consideration payable or otherwise deliverable to any Tethyan Shareholder and from all dividends, interest or other amounts payable to any former Tethyan Shareholder such amounts as Adriatic, Tethyan or the Depositary is required or permitted to deduct and withhold therefrom under any provision of applicable laws in respect of taxes. To the extent that such amounts are so deducted, withheld and remitted, such amounts shall be treated for all purposes under the Arrangement as having been paid to such former Tethyan Shareholder to whom such amounts would otherwise have been paid. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement.

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 Arrangement 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 et les destinataires sont présumés d'avoir requis que tout contrat attesté par l'arrangement et son acceptation par cette lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.*

**BOX A**  
**ENTITLEMENT DELIVERY**

All Adriatic Shares will be issued and mailed in accordance with your existing registration details unless otherwise stated. If you would like your Adriatic Shares issued to a different name or address, or if your Adriatic Shares are currently registered in the name of a trust, please complete BOX B and refer to INSTRUCTIONS 2 & 3

- MAIL ADRIATIC SHARES TO ADDRESS ON RECORD **(DEFAULT)**
- MAIL ADRIATIC SHARES TO A DIFFERENT ADDRESS (MUST COMPLETE BOX B)
- HOLD ADRIATIC SHARES FOR PICKUP AT THE DEPOSITARY'S OFFICE IN TORONTO

SEE INSTRUCTION SECTION 9 FOR OFFICE ADDRESSES

**BOX B**  
**ISSUE PAYMENT IN THE NAME OF\*:**

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

\_\_\_\_\_  
(NAME)

\_\_\_\_\_  
(STREET NUMBER & NAME)

\_\_\_\_\_  
(CITY AND PROVINCE/STATE)

\_\_\_\_\_  
(COUNTRY AND POSTAL/ZIP CODE)

\_\_\_\_\_  
(TELEPHONE NUMBER (BUSINESS HOURS))

\_\_\_\_\_  
(TAX IDENTIFICATION OR SOCIAL INSURANCE/SECURITY NUMBER)

\* IF THIS NAME OR ADDRESS IS DIFFERENT FROM YOUR REGISTRATION,  
PLEASE PROVIDE SUPPORTING TRANSFER REQUIREMENTS (SEE  
INSTRUCTION SECTION 2 & 3)

**BOX C**  
**RESIDENCY DECLARATION**

**ALL TETHYAN SHAREHOLDERS ARE REQUIRED TO COMPLETE A RESIDENCY DECLARATION. FAILURE TO COMPLETE A RESIDENCY DECLARATION MAY RESULT IN A DELAY IN YOUR PAYMENT OR ISSUANCE OF ADRIATIC SHARES.**

The undersigned represents that:

- Each beneficial owner of the Tethyan Shares deposited herewith **is** a resident of Canada for the purposes of the *Income Tax Act* (Canada).
- Each beneficial owner of the Tethyan Shares deposited herewith **is** a U.S. Shareholder.
- Each beneficial owner of the Tethyan Shares deposited herewith **is NOT** a U.S. Shareholder or a resident of Canada for the purposes of the *Income Tax Act* (Canada).

A resident of Canada for the purposes of the Income Tax Act (Canada) generally includes a person who is resident, for taxation purposes, in Canada based on such factors as physical location, personal and economic ties, citizenship, place of domicile and place of incorporation or establishment. In general, a person will be resident in Canada if the person files tax returns in Canada and is subject to Canadian tax on worldwide income as a Canadian resident. If you are uncertain as to your residency or the residency of the beneficial owner(s) of the Tethyan Shares deposited hereunder for the purposes of the Income Tax Act (Canada), consult your tax advisors. If you are a resident of Canada for the purposes of the Income Tax Act (Canada), you must provide your Social Insurance Number in Box "B".

You are a U.S. person if you are, for U.S. federal income tax purposes, a citizen or a resident of the United States (including a 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 whose income is subject to U.S. federal income tax regardless of its source, or a trust if: (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust; or (ii) the trust was in existence on August 20, 1996 and has properly elected under applicable treasury regulations to be treated as a U.S. person.

A "**U.S. Shareholder**" is any Tethyan Shareholder who is either (i) providing an address in Box "A" or "B" that is located within the United States or any territory or possession thereof, or (ii) a "U.S. person" for the 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 possible backup withholding of U.S. federal income tax you must provide a complete Internal Revenue Service ("**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 (see Part VIII). 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 IRS Form W-8. **Failure to complete such required forms may subject you to applicable federal income tax withholding on any consideration you receive under the Arrangement.**

**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: \_\_\_\_\_

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

\_\_\_\_\_  
Address

\_\_\_\_\_  
Name of Tethyan Shareholder (please print or type)

\_\_\_\_\_  
Telephone Number

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



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

<b>Part I</b>	<b>Taxpayer Identification Number (TIN)</b>
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Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

<b>Social security number</b>									
<b>OR</b>									
<b>Employer identification number</b>									

<b>Part II</b>	<b>Certification</b>
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Under penalties of perjury, I certify that:

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

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

<b>Sign Here</b>	<b>Signature of U.S. person ▶</b>	<b>Date ▶</b>
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**General Instructions**  
 Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at [www.irs.gov/fw9](http://www.irs.gov/fw9).

**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 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?* on page 2.

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- 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
- 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?* on page 2 for further information.

**Note.** If you are a U.S. person and a requester gives you a form other

- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

**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 Publication 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

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.

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 Part II instructions on page 3 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 on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see Special rules for partnerships above.

## 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* on page 3 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, list first, and then circle, the name of the person or entity whose number you entered in Part I of 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**

**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

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

**Limited Liability Company (LLC).** If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

#### Line 4

##### Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in 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

**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.

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 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> 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)

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

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.

**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. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see Limited Liability Company (LLC) on this page), 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 the chart on page 4 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](http://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](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [IRS.gov](http://IRS.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

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 items 1, 4, or 5 below indicate 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

**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)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee <sup>1</sup>
b. So-called trust account that is not a legal or valid trust under state law	The actual owner <sup>1</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulation section 1.671-4(b)(2)(i)(A))	The grantor*
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulation section 1.671-4(b)(2)(i)(B))	The trust

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), 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.

<sup>1</sup> 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.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> 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.

<sup>4</sup> 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 on page 1.

\***Note.** Grantor also must provide a Form W-9 to trustee of trust.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

#### **Secure Your Tax Records from Identity Theft**

Identity theft occurs when someone uses your personal information such as your name, social security number (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 Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system 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](mailto: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](mailto:spam@uce.gov) or contact them at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 1-877-IDTHEFT (1-877-438-4338).

Visit [IRS.gov](http://IRS.gov) 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

Registered Tethyan Shareholders should read the accompanying Circular prior to completing this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Circular. In order for registered Tethyan Shareholders to receive the Consideration for their Tethyan Shares, such holders must deliver this Letter of Transmittal, properly completed and duly executed, together with all certificate(s), if any, representing Tethyan Shares, and all other documents and instruments referred to in this Letter of Transmittal or reasonably requested by the Depositary. Adriatic reserves the right if it so elects in its absolute discretion to instruct the Depositary to waive any defect or irregularity contained in any Letter of Transmittal and/or accompanying documents received by it. The method used to deliver this Letter of Transmittal and any accompanying certificates representing Tethyan Shares is at the option and risk of the Tethyan Shareholder, and delivery will be deemed effective only when such documents are actually received by the Depositary. Adriatic recommends that the necessary documentation be hand delivered to the Depositary at any of its office specified below, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended.

Where Tethyan Shares are currently registered in the name of a nominee such as CDS or DTC, brokers, investment dealers and other intermediaries are advised that in order to have the Adriatic Shares that the non-registered Tethyan Shareholder is entitled to receive pursuant to the Arrangement deposited into CREST, such intermediary must make arrangements with a CREST participant to deposit such Adriatic Shares into CREST in accordance with the procedures set forth in the CREST manual. As the procedures for depositing Adriatic Shares into CREST may vary between individual CREST participants, brokers, investment dealers and other intermediaries are encouraged to seek advice from their CREST participant with respect to the process to be followed. Failure to provide accurate information to the Depositary or providing incomplete or inaccurate information will result in delays in the receipt of Adriatic Shares by such non-registered Tethyan Shareholders. In the event of any interruption, failure or breakdown of CREST or the facilities and/or systems operated by Computershare Investor Services plc or in the event that improper or incomplete CREST details are provided, Adriatic Shares issued in connection with the Arrangement will remain in certificated form. **NON-REGISTERED TETHYAN SHAREHOLDERS SHOULD CONTACT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY TO CONFIRM THAT THEIR BROKER, INVESTMENT DEALER OR OTHER INTERMEDIARY HAS MADE ARRANGEMENTS TO RECEIVE THE NUMBER OF ADRIATIC SHARES REQUIRED TO SATISFY THE CONSIDERATION PAYABLE TO SUCH NON-REGISTERED TETHYAN SHAREHOLDER PURSUANT TO THE PLAN OF ARRANGEMENT INCLUDING, AS APPLICABLE, TO DEPOSIT ADRIATIC SHARES INTO CREST VIA THE CREST COURIER AND SORTING SERVICE. THE DEPOSITARY WILL NOT BE INVOLVED IN FACILITATING THIS PROCESS.**

### 2. Signatures

This Letter of Transmittal must be filled in and signed by the registered Tethyan Shareholder(s) 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 Tethyan Shareholder(s), such signature(s) on this Letter of Transmittal must correspond with the names(s) as registered or as written on the face of the certificate(s)/DRS Advice without any change whatsoever, and the certificate(s)/DRS Advice need not be endorsed. If such deposited certificate(s) or the associated DRS Advice evidences that Tethyan Shares are held of record by two or more joint holders, all such holders must sign the Letter of Transmittal.
- (b) If this Letter of Transmittal is signed on behalf of a registered Tethyan Shareholder by a person other than the registered holder(s) of such Tethyan Shares:
  - (i) the deposited certificate(s) (if applicable) or the associated DRS Advice must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered holder(s); and
  - (i) the signature(s) on such endorsement or share transfer power of attorney must correspond exactly to the name(s) of the registered holder(s) as registered or as appearing on the certificate(s) or DRS Advice and must be guaranteed as noted in Instruction 3 below.

- (c) If any Deposited Shares are registered in different names on several certificates or DRS Advices, it is necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of Deposited Shares.

### **3. Guarantee of Signatures**

If (i) this Letter of Transmittal is signed by a person other than the registered holder(s) of the Deposited Shares, (ii) the Arrangement is not completed and certificate(s) or any DRS Advice submitted in respect of Deposited Shares 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) as shown on the registers of Tethyan, or (iii) if the Consideration is to be issued or delivered in the name of a person other than the registered holder of the Deposited Shares, such signature(s) 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 major trust company in Canada, 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. Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal is executed by a person acting as an executor, administrator, trustee, guardian, corporation, partnership or association, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Each of Tethyan, Adriatic 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 holder ID numbers for Deposited Shares, additional certificate numbers, holder ID numbers 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 and no fractional Adriatic Shares will be issued.
- (d) The Arrangement, this Letter of Transmittal 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 office at the addresses listed below.

### **6. Lost Certificates**

Tethyan Shareholders whose certificate(s) representing their Tethyan Shares has been lost, stolen or destroyed, should complete this Letter of Transmittal as fully as possible and forwarded together with a letter describing the loss to the Depository. The Depository will respond with the replacement requirements, which include an affidavit. Upon the receipt by Depository of an affidavit by the holder claiming such certificate(s) representing their Tethyan Shares to be lost, stolen or destroyed and a Letter of Transmittal and any other documents the Depository requires, the Depository will deliver the Consideration that such holder is entitled to receive in accordance with the Arrangement. When authorizing such delivery, the holder to whom the Consideration is to be delivered shall, as a condition precedent to such delivery, give a declaration of loss and indemnity bond satisfactory to Adriatic and the Depository in such amount as Adriatic and the Depository may direct, or otherwise indemnify Adriatic and the Depository in a manner satisfactory to Adriatic and the Depository, against any claim that may be made against Adriatic and the

Depository with respect to the certificate(s) representing their Tethyan Shares alleged to have been lost, stolen or destroyed and shall otherwise take such actions as may be required by the constating documents of Tethyan.

## **7. Substitute Form W-9 — U.S. Shareholders**

In order to avoid “backup withholding” of United States income tax on payments made with respect to the Tethyan Shares pursuant to the Arrangement, a Tethyan Shareholder that is a U.S. person (as defined below), or person acting on behalf of a U.S. person, must generally provide the person’s correct taxpayer identification number (“**TIN**”) (or the TIN of the person on whose behalf you are acting) on the Substitute Form W-9 above and certify, under penalties of perjury, that such number is correct, that such Tethyan Shareholder is not subject to backup withholding, and that such Tethyan Shareholder is a U.S. person (including a U.S. resident alien). If the correct TIN is not provided or if any other information is not correctly provided, payments made with respect to the Tethyan Shares pursuant to the Arrangement may be subject to backup withholding of 24%.

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

Backup withholding is not an additional United States income tax. Rather, the United States income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the IRS in a timely manner.

Certain persons (including, among others, corporations, certain “not-for-profit” organizations, and certain non-U.S. persons) are not subject to backup withholding. A Tethyan Shareholder who is a U.S. person should consult his or her tax advisor as to the Tethyan Shareholder’s qualification for an exemption from backup withholding and the procedure for obtaining such exemption.

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

The “Awaiting TIN” box of the substitute Form W-9 may be checked if a Tethyan Shareholder has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. If the “Awaiting TIN” box is checked, the Tethyan Shareholder who is a U.S. person must also complete the Certificate of Awaiting Taxpayer Identification Number found below the Substitute Form W-9 in order to avoid backup withholding. If a Tethyan Shareholder who is a U.S. person completes the Certificate of Awaiting Taxpayer Identification Number but does not provide a TIN within 60 days, such Tethyan Shareholder will be subject to backup withholding at a rate of 24% until a TIN is provided.

If you are a U.S. Shareholder who is not a U.S. person, you may be subject to backup withholding on payments made with respect to the Tethyan Shares pursuant to the Arrangement unless you furnish the appropriate, properly completed and executed IRS Form W-8, which may be obtained at the IRS website ([www.irs.gov](http://www.irs.gov)).

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

The information provided herein does not constitute a full discussion of the U.S. tax considerations applicable to the Arrangement. All Tethyan Shareholders are urged to consult their tax advisor regarding the U.S. tax considerations relevant to them in their particular circumstances.

**Failure to furnish TIN** — If you fail to furnish your correct TIN, you are subject to a penalty of US\$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect. More serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment.



**ANY U.S. SHAREHOLDER WHO IS A U.S. PERSON AND WHO FAILS TO PROPERLY COMPLETE THE IRS FORM W-9 SET OUT IN THIS FORM, AND ANY U.S. SHAREHOLDER WHO IS NOT A U.S. PERSON AND WHO FAILS TO PROPERLY COMPLETE THE APPROPRIATE FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY 24%) WITH RESPECT TO ALL OR A PORTION OF PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT AND MAY BE SUBJECT TO PENALTIES.**

## **8. Privacy Notice**

The Depositary is committed to protecting personal information. In the course of providing services, the Depositary receives non-public personal information about Tethyan Shareholders from transactions the Depositary performs, forms a Tethyan Shareholder may send to the Depositary or other communications the Depositary may have with a Tethyan Shareholder and its representatives. This information could include a Tethyan Shareholder's name, address, email address, social insurance number, securities holdings and other financial information. The Depositary uses this to administer a Tethyan Shareholder's account, to better serve client needs and for other lawful purposes relating to its services. The Depositary may transfer personal information to other companies in or outside of Canada that provide data processing and storage or other support in order to facilitate the services it provides. Where we share your personal information with other companies to provide services to you, we ensure they have adequate safeguards to protect your personal information. We also ensure the protection of rights of data subjects under the General Data Protection Regulation, where applicable. The Depositary has prepared a Privacy Code to tell Tethyan Shareholders more about its information practices and how their privacy is protected. It is available at the Depositary's website, at [www.computershare.com](http://www.computershare.com), or by writing to the Depositary at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. The Depositary will use any information a Tethyan Shareholder provides with this Letter of Transmittal in order to process a Tethyan Shareholder's request and will consider a Tethyan Shareholder's submission of this Letter of Transmittal as its consent to the above.

## **9. Payment Entitlement Pickup Locations**

Entitlements may be picked up at the Depositary's applicable office locations with counter services. Pick-up instructions must be selected in Box A. Below are the Depositary's applicable office locations:

**Toronto**  
100 University Ave  
8<sup>th</sup> Floor, North Tower  
Toronto, ON M5J 2Y1

**The Depository 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 Questions Regarding this Letter of Transmittal:***

Toll Free (North America): 1-800-564-6253  
International: 514-982-7555  
E-Mail: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)