

LETTER OF ELECTION AND TRANSMITTAL

Instructions

In order to receive Purchaser Shares (as defined in the attached Letter of Election and Transmittal), a Shareholder must deliver a duly completed and signed Letter of Transmittal and Election to Odyssey Trust Company by 10:00 a.m. (Vancouver Time) on **September 20, 2023** at the following address:

Odyssey Trust Company
Trader's Bank Building
702-67 Yonge St.
Toronto, ON M5E 1J8, Canada
Attention: Corporate Actions

If you require assistance on completion of the Letter of Election and Transmittal please contact Sue Lee at sue.lee@justkitchen.com

If the Letter of Transmittal and Election is not received by September 20, 2023, you will be deemed to have elected to receive the cash consideration of CAD\$0.09 for each Common Share you hold.

Any election to receive the Purchaser Shares will be subject to the receipt of the approval of Ministry of Economic Affairs Investment Commission of Taiwan. In order to receive such approval, the Shareholder completing the election (the "**Electing Shareholder**") will be required to provide the Company and the Purchaser with certain additional documents as described in the Letter of Transmittal and Election.

The Letter of Transmittal and Election is for use by registered Shareholders only ("**Registered Shareholders**") and is not to be used by beneficial holders of Common Shares who are not Registered Shareholders. **A beneficial Shareholder does not have Common Shares registered in his, her or its name; rather, such Common Shares are held by an intermediary or clearing agency such as CDS or DTC. Beneficial Shareholders should contact their broker, investment dealer or other Intermediary for instructions and assistance if they wish to become a Registered Shareholder and elect to receive Purchaser Shares.**

If the Electing Shareholder is an individual, they must include with the Letter of Transmittal and Election:

- a copy of the Registered Shareholder's passport;
- an originally executed and notarized Power of Attorney, in the form attached to the Letter of Transmittal and Election at Schedule "A", appointing the Company's advisor, KPMG Taiwan, as the Registered Shareholder's power of attorney with respect to certain matters required to be completed in connection with the receipt of Taiwan Investment Commission Approval; and
- if the Electing Shareholder is a resident of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") or the Macao Special Administrative

Region of the People's Republic of China ("**Macau**"), a photocopy of a permanent resident identification card issued by Hong Kong or Macau, together with a completed copy of the Declaration of Hong Kong or Macau Permanent Resident Status attached to the Letter of Transmittal and Election at Schedule "A".

If the Registered Shareholder is non-individual, they must include with the Letter of Transmittal and Election:

- a copy of the company license (or local equivalent) for such entity;
- a register of directors of the Electing Shareholder;
- a register of shareholders (or equivalent) of the Electing Shareholder;
- a copy of the constating documents of the Electing Shareholder;
- a completed Declaration for Qualifications of Foreign Investor and its attachments, attached hereto at Schedule "B"; and
- an originally executed and notarized Power of Attorney, in the form attached hereto as Schedule "B", appointing the Company's advisor, KPMG Taiwan, as the Registered Shareholder's power of attorney with respect to certain matters required to be completed in connection with the receipt of Taiwan Investment Commission Approval.

The instructions accompanying this Letter of Transmittal and Election Form should be read carefully before this Letter of Transmittal and Election Form is completed or submitted to the Depository. If you have any questions or require more information with regard to the procedures for completing this Letter of Transmittal and Election Form, please contact the Depository or your professional advisor.

**LETTER OF TRANSMITTAL AND ELECTION FORM
FOR COMMON SHARES OF
JUST KITCHEN HOLDINGS CORP.**

TO: ODYSSEY TRUST COMPANY (the “Depository”)
AND TO: JUST KITCHEN HOLDINGS CORP. (the “Company”)
AND TO: JF INVESTMENT CO., LTD. (the “Purchaser”)

This Letter of Transmittal and Election Form is for use by registered holders (the “**Registered Shareholders**”) of common shares of the Company (the “**Common Shares**”) in connection with the proposed plan of arrangement (the “**Arrangement**”) described in the accompanying Notice of Annual General and Special Meeting and Management Information Circular of the Company dated August 1, 2023 (as it may be amended or supplemented, the “**Circular**”) involving the Company, the Purchaser and JustKitchen Co. Ltd. (“**JK Taiwan**”) that is being submitted for approval at the annual and special meeting of security holders of the Company scheduled to be held on September 1, 2023 or any adjournment(s) or postponement(s) thereof (the “**Meeting**”). Capitalized terms used but not defined in this Letter of Transmittal and Election Form have the meanings set out in the Circular. Registered Shareholders are encouraged to carefully review the Circular in its entirety.

Under the Arrangement, Registered Shareholders will be entitled to receive, for each Common Share, consideration consisting of either (i) cash consideration of CAD \$0.09 for each Share held (the “**Cash Consideration**”); or (ii) one class A preferred share (a “**Purchaser Share**”) in the capital of the Purchaser (the “**Share Consideration**”, and together with the Cash Consideration, the “**Consideration**”), all as described in greater detail in the Circular. Registered Shareholders are referred to the Circular that accompanies this Letter of Transmittal and Election Form.

In order to receive the Cash Consideration or Share Consideration, a Registered Shareholder must deliver a duly completed and signed Letter of Transmittal and Election Form to the Depository as set forth herein. If a Registered Shareholder does not make an election to receive the Share Consideration by 10:00 a.m. (Vancouver Time) on August 30, 2023 (the “Election Deadline”), such Registered Shareholder will be deemed to have elected to receive the Cash Consideration.

ELECTION TO RECEIVE SHARE CONSIDERATION

In connection with the Arrangement being considered for approval at the Meeting, the undersigned hereby elects to receive the following form of consideration (**SELECT ONE OF THE FOLLOWING TWO OPTIONS**):

- The Cash Consideration, being cash consideration of CAD \$0.09 for each Common Share;
OR
- The Share Consideration, being one Purchaser Share for each Common Share (*).

IF YOU DO NOT MAKE AN ELECTION PRIOR TO THE ELECTION DEADLINE, YOU WILL BE DEEMED TO HAVE ELECTED TO RECEIVE THE CASH CONSIDERATION IN RESPECT OF YOUR SHARES

(*) Subject to receipt of approval of the Ministry of Economic Affairs Investment Commission of Taiwan (the “**Taiwan Investment Commission**”), as described in detail in the Circular.

This Letter of Transmittal and Election Form is for use by Registered Shareholders only, and is not to be used by beneficial holders of Common Shares who are not Registered Shareholders (the “Beneficial Shareholders”). A Beneficial Shareholder does not have Common Shares registered in his, her or its name; rather, such Common Shares are held by an intermediary or clearing agency such as CDS or DTC. If you are a Beneficial Shareholder, you should contact your intermediary for instructions and assistance in delivering your certificates or Direct Registration Statements (“DRS”) representing your Common Shares and receiving the Consideration for such Common Shares.

In order to receive the appropriate Consideration which a holder of Common Shares is entitled to receive pursuant to the Arrangement, Registered Shareholders are required to deposit the certificate(s) or DRS representing their Common Shares with the Depository. This Letter of Transmittal and Election Form, properly completed and duly executed, together with all other required documents, must accompany the certificate(s) or DRS for Common Shares deposited for receipt of the Consideration pursuant to the Arrangement.

IF THIS LETTER OF TRANSMITTAL AND ELECTION FORM IS NOT RECEIVED BY THE DEPOSITARY BY 10:00 A.M. (PACIFIC DAYLIGHT TIME) ON AUGUST 30, 2023, THE UNDERSIGNED WILL BE DEEMED TO HAVE ELECTED TO RECEIVE THE CASH CONSIDERATION FOR EACH COMPANY SHARE DEPOSITED BY THE UNDERSIGNED HEREUNDER.

As of the effective time of the Arrangement (the “Effective Time”), whether or not a Registered Shareholder delivers the required documentation to the Depository, such Registered Shareholder will cease to be a holder of Common Shares and, subject to the ultimate expiry identified below, will only be entitled to receive the Consideration to which such Registered Shareholder is entitled under the Arrangement.

Please read the Circular and the instructions set out below carefully before completing this Letter of Transmittal and Election Form. Delivery of this Letter of Transmittal and Election

Form to an address other than as set forth herein will not constitute a valid delivery. If Common Shares are registered in different names, a separate Letter of Transmittal and Election Form must be submitted for each different Registered Shareholder. See Instruction 2.

Registered Shareholders who elect to receive the Share Consideration (“Electing Shareholders”) and are entitled to receive Purchaser Shares in exchange for the Common Shares surrendered will be issued Purchaser Shares by the Purchaser directly in definitive certificate or DRS. Electing Shareholders will be required to provide the Depository with the additional documentation specified below (see Instruction 7 “Electing Shareholder”). Failure to provide completed documentation will result in such Electing Shareholder receiving the Cash Consideration, regardless of their election. The determination of the Depository as to whether elections have been properly made and when elections were received by it will be binding. In addition, the Company and the Purchaser may mutually determine, in their sole discretion, acting reasonably, that a Registered Shareholder does not qualify as an Electing Shareholder in the event that the Registered Shareholder’s proposed ownership interest in Purchaser Shares will, in the sole discretion of the Company and the Purchaser, each acting reasonably, impede, unduly delay or prevent the receipt of the approval of the Taiwan Investment Commission, notwithstanding that such Registered Shareholder submitted a Letter of Transmittal and Election prior to the Election Deadline.

In connection with the Arrangement being considered for approval at the Meeting, the undersigned hereby deposits with the Depository the enclosed certificate(s) or DRS representing Common Shares (the “Deposited Common Shares”), details of which are as follows:

Certificate Number(s) or DRS Account Number	Name(s) in which Registered	Number of Common Shares Represented by Certificate or DRS
TOTAL		

(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal and Election Form in the above form.)

- Some or all of the certificates representing Common Shares held by the undersigned have been lost, stolen or destroyed (*Check box if applicable*). Please review Instruction 6 for the procedure to replace certificates that have been lost, stolen or destroyed.

It is understood that (i) upon receipt by the Depository of this duly completed and signed Letter of Transmittal and Election Form and of the certificate(s) or DRS representing the Deposited Common Shares and (ii) following the Effective Date, either the Depository or the Purchaser, as applicable will deliver to the undersigned, in accordance with the issuance and delivery instructions provided in Box A and Box B below, a cheque or wire, as applicable, in respect of any cash, that the undersigned is entitled to receive under the Arrangement, and the certificate(s)

representing the Deposited Common Shares will forthwith be cancelled. The undersigned may elect to receive payment for Shares tendered via a wire transfer instead of a cheque, by completing Box F — “Wire Payment”. Electing Shareholders will receive certificates or other evidence representing the Purchaser Shares directly from the Purchaser.

The undersigned holder of Common Shares represents and warrants in favour of the Company, the Purchaser and JK Taiwan that: (i) the undersigned is the registered holder of the Deposited Common Shares and that such Deposited Common Shares represent all of the Common Shares owned, directly or indirectly, by the undersigned; (ii) such Deposited Common Shares are owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and Election Form and to deposit, sell, assign, transfer and deliver the Deposited Common Shares and that, when the Consideration is delivered to the undersigned, neither of the Company, the Purchaser or JK Taiwan, or any affiliate thereof or successor thereto will be subject to any adverse claim in respect of such Deposited Common Shares; (iv) the Deposited Common Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Common Shares, to any other person; (v) the transfer of the Deposited Common Shares complies with all applicable laws; (vi) all information inserted by the undersigned into this Letter of Transmittal and Election Form is complete, true and accurate; (vii) the undersigned has received or obtained a copy of the Circular; (viii) the delivery of the applicable Consideration to the undersigned will discharge any and all obligations of the Company, Purchaser, JK Taiwan and the Depository with respect to the matters contemplated by this Letter of Transmittal and Election Form and the Arrangement; and (x) either the Registered Shareholder is electing to receive the Cash Consideration, or the Registered Shareholder has completed and returned to the Depository the documents required to receive the Share Consideration (see Item 7 under “Instructions”). These representations and warranties shall survive the completion of the Arrangement.

Except for any proxy deposited with respect to the vote on the Arrangement Resolution in connection with the Meeting or as granted by this Letter of Transmittal and Election Form, the undersigned revokes any and all authority, other than as granted in this Letter of Transmittal and Election Form, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Common Shares and no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Common Shares.

The undersigned hereby agrees to transfer, effective at the Effective Time and pursuant to the Arrangement, all right, title and interest in the Deposited Common Shares and irrevocably appoints and constitutes the Depository the lawful attorney of the undersigned, with full power of substitution to deliver the Deposited Common Shares pursuant to the Arrangement and to effect the transfer of the Deposited Common Shares on the books of the Company to the extent and in the manner provided under the Arrangement.

The undersigned will, upon request, execute any signature guarantees or additional documents deemed by the Depository to be reasonably necessary or desirable to complete the transfer of the Deposited Common Shares contemplated by this Letter of Transmittal and Election Form. In addition, if the undersigned is an Electing Shareholder, the undersigned will deliver all documents

and to do or to cause to be done all acts and things as in the opinion of the Company and the Purchaser, each acting reasonably, may be necessary or desirable in order for the Company to obtain the approval of the Taiwan Investment Commission.

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

The undersigned hereby acknowledges that the delivery of the Deposited Common Shares shall be effected, and the risk of loss to such Deposited Common Shares shall pass, only upon proper receipt thereof by the Depository.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal and Election Form shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, legal representatives, successors and assigns of the undersigned.

The undersigned instructs the Depository or Purchaser, as applicable, to mail the certificate(s) or cash representing the Consideration that the undersigned is entitled to pursuant to the Arrangement, in exchange for the Deposited Common Shares, promptly after the Effective Time by first class insured mail, postage pre-paid to the undersigned, or to hold any such certificate(s) or cash representing such Consideration for pick-up, in accordance with the instructions given below. The undersigned acknowledges that the delivery of the Consideration in respect of the Deposited Common Shares exchanged hereby will completely discharge any obligations of the Company, the Purchaser, JK Taiwan and the Depository with respect to the matters contemplated by this Letter of Transmittal and Election Form.

If the Arrangement is not completed or proceeded with, the enclosed certificate(s) and all other ancillary documents will be returned as soon as possible to the undersigned at the address set out below in Box A or, failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of the Company.

It is understood that the undersigned will not receive the Consideration in respect of the Deposited Common Shares until the Arrangement is consummated and until the certificate(s) representing the Deposited Common Shares owned by the undersigned are received by the Depository at the address set forth on the back of this Letter of Transmittal and Election Form, together with a duly completed Letter of Transmittal and Election Form and such additional documents as the Depository may require, and until the same are processed by the Depository. It is understood that under no circumstances will interest accrue or be paid in respect of the Deposited Common Shares in connection with the Arrangement.

By reason of the use by the undersigned of this Letter of Transmittal and Election Form, the undersigned and each of you shall be deemed to have required that any contract in connection with

the delivery of the Common Shares pursuant to the Arrangement through this Letter of Transmittal and Election Form, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l'utilisation de la présente lettre d'envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat relié à l'envoi d'actions ordinaires de Klondex Mines Ltd. en vertu de l'Arrangement au moyen de la présente lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.*

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

<p>BOX A</p> <p>ISSUANCE INSTRUCTIONS</p> <p><input type="checkbox"/> Issue Consideration in the name of: <i>(please print or type)</i></p> <p><input type="checkbox"/> If receiving Cash Consideration, deliver funds via wire* (complete Box F below) <i>(please print or type)</i></p>
(Name)
(Street Address and Number)
(City and Province or State)
(Country and Postal (Zip) Code)
(Telephone – Business Hours)
(E-mail Address)
(Social Insurance Number or Taxpayer Identification Number)

<p>BOX B</p> <p>SPECIAL DELIVERY INSTRUCTIONS</p> <p>To be completed ONLY if the Consideration to which the undersigned is entitled pursuant to the Arrangement is to be sent to someone other than the person shown in Box A or to an address other than the address shown in Box A. Please note that Electing Shareholders will receive certificates or other evidence representing the Purchaser Shares directly from the Purchaser.</p> <p><input type="checkbox"/> Same address as Box A; or</p>
(Name)
(Street Address and Number)
(City and Province or State)
(Country and Postal (Zip) Code)

<p>BOX C – DECLARATION OF TAX RESIDENCE</p> <p>All Registered Shareholders must place an “X” in the applicable box below.</p> <p><input type="checkbox"/> The Registered Shareholder <u>is</u> resident in Canada for purposes of the Tax Act.</p> <p><input type="checkbox"/> The Registered Shareholder <u>is not</u> resident in Canada for purposes of the Tax Act.</p>

BOX D – SIGNATURE GUARANTEE
Signature guaranteed by <i>(if required under Instruction 3)</i>
(Authorized Signature)
Name of Guarantor <i>(please print or type)</i>
Address <i>(please print or type)</i>
Area Code and Telephone Number

BOX E – SIGNATURE
Dated: _____
(Signature of Shareholder or authorized representative)
(Signature of any joint holder)
(Name of Shareholder)
(Name of authorized representative)
(Social Insurance Number or Taxpayer Identification Number)
(Daytime Telephone Number of Shareholder or authorized representative)
(Daytime Facsimile Number of Shareholder or authorized representative)

INSTRUCTIONS

1. Use of Letter of Transmittal and Election Form

- (a) Registered Shareholders should read the accompanying Circular prior to completing this Letter of Transmittal and Election Form. The terms and conditions of the Arrangement are incorporated by reference into this Letter of Transmittal and Election Form and capitalized terms used but not defined in this Letter of Transmittal and Election Form have the meanings set out in the Circular.
- (b) This Letter of Transmittal and Election Form duly completed and signed (or an originally signed facsimile copy thereof), together with accompanying certificates representing the Deposited Common Shares and all other required documents, must be sent or delivered to the Depository at the address set out on the back of this Letter of Transmittal and Election Form. In order to receive the Consideration under the Arrangement for the Deposited Common Shares, it is recommended that the foregoing documents be sent or delivered to the Depository at the address set out on the back of this Letter of Transmittal and Election Form as soon as possible. Do not send the Deposited Common Shares or the Letter of Transmittal and Election Form to the Company, Purchaser or JK Taiwan.
- (c) The method used to deliver this Letter of Transmittal and Election Form and any accompanying certificates representing Common Shares and all other required documents is at the option and risk of the Registered Shareholder and delivery will be deemed effective only when such documents and certificates are actually received by the Depository. The Company, Purchaser, JK Taiwan and the Depository recommend that such documents and certificates be hand delivered to the Depository at the address set out on the back of this Letter of Transmittal and Election Form, and a receipt obtained; otherwise, the use of registered mail with return receipt requested, properly insured, is recommended. Beneficial Shareholders whose Common Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Common Shares. Delivery to an office other than to the specified office does not constitute delivery for this purpose.
- (d) Each of the Company, Purchaser and JK Taiwan reserves the right, if it so elects in its absolute discretion, to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal and Election Form and/or accompanying documents received by it.
- (e) If the Consideration is to be issued in the name of a person other than the person(s) signing this Letter of Transmittal and Election Form, or if the Consideration is to be mailed to someone other than the person(s) signing this Letter of Transmittal and Election Form or to the person(s) signing this Letter of Transmittal and Election Form at an address other than that shown above, the appropriate box on this Letter of Transmittal and Election Form should be completed (Box A and B).

2. Signatures

This Letter of Transmittal and Election Form must be completed and signed by a Registered Shareholder or by such Registered Shareholder's duly authorized representative (in accordance with paragraph 4 below of these Instructions).

- (a) If this Letter of Transmittal and Election Form is signed by the Registered Shareholder(s) of the accompanying certificate(s), such signature(s) on this Letter of Transmittal and Election Form must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such deposited certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal and Election Form.
- (b) If this Letter of Transmittal and Election Form is signed on behalf of a Registered Shareholder by a person other than the Registered Shareholder of the accompanying certificate(s), or if the Consideration is to be issued to a person other than the Registered Shareholder:
 - (i) such deposited certificate(s) must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the Registered Shareholder; and
 - (ii) the signature on such endorsement or share transfer power(s) of attorney must correspond exactly to the name of the Registered Shareholder as registered or as appearing on the certificate(s) and must be guaranteed as noted in paragraph 3 below of these Instructions.
- (c) If any of the Deposited Common Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of such Deposited Common Shares.

3. Guarantee of Signatures

If this Letter of Transmittal and Election Form is signed on behalf of a Registered Shareholder by a person other than the Registered Shareholder or if the Consideration is to be issued in a name other than the Registered Shareholder, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depositary (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 member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchange Medallion Program, (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

4. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal and Election Form or any share transfer power(s) 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 and Election Form must be accompanied by satisfactory evidence of the authority to act. The Company, the Purchaser, JK Taiwan or the Depositary, at their discretion, may require additional evidence of authority or additional documentation.

5. Issuance and Delivery Instructions

The Consideration to be issued in exchange for the Deposited Common Shares will be issued in the name of the person indicated in Box A and delivered to the address indicated in Box A (unless another address has been provided in Box B). If neither Box A nor Box B is completed, the Registered Shareholder will be deemed to have elected to receive the Cash Consideration, and the Cash Consideration to be issued in exchange for the Deposited Common Shares will be issued in the name of the Registered Shareholder of the Deposited Common Shares and will be mailed to the address of the Registered Shareholder of the Deposited Common Shares as it appears on the securities register of the Company. Any Consideration mailed in accordance with this Letter of Transmittal and Election Form will be deemed to be delivered at the time of mailing.

6. Lost Certificates

If a certificate representing Common Shares has been lost, stolen or destroyed, this Letter of Transmittal and Election Form should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depositary. The Depositary will respond with replacement requirements (which will include a bonding requirement or otherwise indemnifying the Purchaser, JK Taiwan and the Company in a manner satisfactory to the Purchaser, JK Taiwan and the Company, acting reasonably, against any claim that may be made against the Purchaser, JK Taiwan or the Company with respect to the certificate alleged to have been lost, stolen or destroyed and shall otherwise take such actions as may be required by the Company's articles) that must be satisfied in order for the undersigned to receive the Consideration in accordance with the Arrangement.

7. Electing Shareholders

Any election to receive the Share Consideration will be subject to the receipt of the approval of the Taiwan Investment Commission. In order to receive such approval, the Electing Shareholder will be required to provide the Company and the Purchaser with certain additional documents with the delivery of this Letter of Transmittal and Election, described below. In addition, the Electing Shareholder will be required to provide such further documents as may be required in connection with obtaining the Taiwan Investment Commission Approval.

Only registered shareholders may elect to receive the Share Consideration. Beneficial Shareholders who wish to receive the Share Consideration must contact their broker, bank,

trust company or other intermediary or nominee and follow the instructions provided by them to become a Registered Shareholder sufficiently in advance of the Election Deadline.

If the Registered Shareholder is an individual, they must include with this Letter of Transmittal and Election:

- a copy of the Registered Shareholder's passport;
- an originally executed and notarized Power of Attorney, in the form attached hereto as Schedule "A", appointing the Company's advisor, KPMG Taiwan, as the Registered Shareholder's power of attorney with respect to certain matters required to be completed in connection with the receipt of Taiwan Investment Commission Approval; and
- if the Electing Shareholder is a resident of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") or the Macao Special Administrative Region of the People's Republic of China ("**Macao**"), a photocopy of a permanent resident identification card issued by Hong Kong or Macau, together with a completed copy of the Declaration of Hong Kong or Macau Permanent Resident Status attached hereto at Schedule "A".

If the Registered Shareholder is non-individual, they must include with this Letter of Transmittal and Election:

- a copy of the company license (or local equivalent) for such entity;
- a register of directors of the Electing Shareholder;
- a register of shareholders (or equivalent) of the Electing Shareholder;
- a copy of the constating documents of the Electing Shareholder;
- a completed Declaration for Qualifications of Foreign Investor and its attachments, attached hereto at Schedule "B"; and
- an originally executed and notarized Power of Attorney, in the form attached hereto as Schedule "B", appointing the Company's advisor, KPMG Taiwan, as the Registered Shareholder's power of attorney with respect to certain matters required to be completed in connection with the receipt of Taiwan Investment Commission Approval.

8. Miscellaneous

- (a) If the space on this Letter of Transmittal and Election Form is insufficient to list all certificates for Deposited Common Shares, additional certificate numbers and number of Deposited Common Shares may be included on a separate signed list affixed to this Letter of Transmittal and Election Form.

- (b) If Common Shares are registered in different forms (e.g., “John Doe” and “J. Doe”) a separate Letter of Transmittal and Election Form should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits of Common Shares will be accepted and no fractional Purchaser Shares will be issued.
- (d) Additional copies of the Letter of Transmittal and Election Form may be obtained from the Company.
- (e) It is strongly recommended that prior to completing this Letter of Transmittal and Election Form, the undersigned read the accompanying Circular and discuss any questions with a tax advisor.
- (f) This Letter of Transmittal and Election Form will be construed in accordance with and be governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

9. Representations

The representations made in this Letter of Transmittal and Election Form by the signatory depositing Common Shares hereunder will survive the Effective Time.

10. Privacy Notice from the Depositary

At Odyssey Trust Company, we take your privacy seriously. When providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you or an issuer in which you hold securities, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, securities ownership information and other financial information. With respect to both current and former customers, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at www.odysseytrust.com, or you may request a copy in writing Attn: Chief Privacy Officer, Odyssey Trust Company at 350 – 409 Granville St, Vancouver, BC, V6C 1T2.

**THE DEPOSITARY FOR THE
ARRANGEMENT IS:**

Odyssey Trust Company

Offices of the Depositary:

By Registered Mail, Hand or Courier

Odyssey Trust Company
Trader's Bank Building
702-67 Yonge St.
Toronto, ON M5E 1J8
Attention: Corporate Actions

**Any questions and requests for assistance with completing this Letter of Transmittal and
Election Form may be directed to the Depositary at:**

Email: corp.actions@odysseytrust.com

SCHEDULE "A"
INDIVIDUAL ELECTING SHAREHOLDER FORMS
(see attached)

POWER OF ATTORNEY

I, _____, a citizen of _____, residing at _____, by these presents, do make, constitute and appoint Mr. Ming-Hung Hung, Mr. Chih-Yang Chang, and Ying-Tai Ting, Partners of KPMG, Taipei, Taiwan, Republic of China, jointly and/or respectively, to prosecute on my behalf all applications for making investments, increasing capital, reducing capital, revoking investments and transfer of same hereafter if necessary in the Republic of China under the laws and regulations relating to foreign investments, to make corrections, amendments and/or supplementation therein, to conduct all procedures concerning same, to receive service on my behalf of all documents and communications relating to these matters and generally to represent me and to transact all business on my behalf in regard to these matters.

IN WITNESS WHEREOF, I have executed this instrument on the _____ of _____, 2023.

Signature: _____

Name: _____

SCHEDULE "B"

NON-INDIVIDUAL ELECTING SHAREHOLDER FORMS

(see attached)

POWER OF ATTORNEY

We, _____, a Corporation organized and existing under the laws of _____ having its registered office located at _____, by these presents, do make, constitute and appoint Mr. Ming-Hung Hung, Mr. Chih-Yang Chang, and Mr. Ying-Tai Ting, Partners of KPMG, Taipei, Taiwan, Republic of China, jointly and/or respectively, to prosecute on our behalf all applications for making investments, increasing capital, reducing capital, revoking investments and transfer of same hereafter if necessary in the Republic of China under the laws and regulations relating to foreign investments, to make corrections, amendments and/or supplementation therein, to conduct all procedures concerning same, to receive service on our behalf of all documents and communications relating to these matters and generally to represent us and to transact all business on our behalf in regard to these matters.

IN WITNESS WHEREOF, we have caused this instrument to be executed by our duly authorized agent on the _____, **2023**.

Signature: _____

Name: _____

Title: _____

Declaration of Foreign Investor Qualification

(Applicable to foreign juridical persons)

1. The Investment Applicant hereby declares that:

- (1.) With respect to the application submitted to the Investment Commission of MOEA to invest 軒友投資股份有限公司 according to the "*Statute for Investment by Foreign Nationals*," the Investment Applicant (the "Company"), hereby certifies that it is a juridical person by the laws of its place of incorporation.

The Company has clearly understood that a third area company under the provisions of Article 3 of the "*Measures Governing Investment Permit to the People of Mainland Area*" shall not be applicable to the provisions of the "*Statute for Investment by Foreign Nationals*," and that violators of such provisions shall be applicable to the relevant penalties of Article 93-1 of the "*Act Governing Relations Between the Peoples of the Taiwan Area and the Mainland Area*."

The Company hereby certifies that, as a result of its inspection, Mainland Area individuals, juristic persons, organizations and other institutions do not directly or indirectly hold (or contribute) in aggregate, more than 30% of the Company's total shares (or capital amount), nor have control power over the Company.

- (2.) The Company hereby certifies that, an inspection concerning the **calculation** of direct or indirect shareholding (or capital contribution) **percentage** of— and the **tier-by-tier** control power by— **Mainland Area individuals, juristic persons, organizations and other institutions**, has been carried out according to the "Interpretation of the Standard for Determining Whether a Third-Area Company Is an Investor of the Mainland Area" as the attachment suggests.

- (3.) The Company hereby undertakes that, should the Investment Commission of MOEA conducts a necessary inspection after the approval of the investment application, The Company shall provide the following: a list of directors and shareholders **with their nationalities** (revealed towards ultimate beneficiaries), **the substantial beneficiaries of this investment application**, the non-domestic shareholding structure, **the agreements related to this investment application and its investment structure**, and, upon the request of the Investment Commission of MOEA, a special-purpose auditing report issued by an independent, non-interested, third party ROC Certified Public Accountant (CPA) confirming that the Company is not a Mainland Area Investor.

The Company certifies that this Declaration concerning the inspection of Foreign Investor Qualification and all of its attached documents are true and correct, and shall assume all legal responsibilities under the laws and regulations of the ROC for any falsehood.

2. The Appointed Agent hereby declares that:

(1.) The Appointed Agent hereby confirms that the Company clearly understood the current legal provisions concerning the definition of Mainland Area investors, the shareholding (or capital contribution) calculation method of Mainland Area investors, the control power inspection method of Mainland Area investors, as well as all relevant penalties of violation. The Appointed Agent understands the provisions concerning penalties for Appointed Agents under Article 93-1 of the "Act Governing Relations between the Peoples of the Taiwan Area and the Mainland Area."

(2.) Should the Investment Commission of MOEA conducts a necessary inspection after the approval of the investment application, the Appointed Agent shall be obliged to urge the Company to provide the following: the list of directors and shareholders **with their nationalities** (revealed towards ultimate beneficiaries), the non-domestic shareholding structure, **the substantial beneficiaries of this investment application**, and **the agreements related to this investment application and its investment structure**.

This Declaration hereby given to
Investment Commission, Ministry of Economic Affairs

Name of the Company: _____

⊖
(Required: nationality and the juridical person's name):

Name of the authorized signatory: _____ (sign here)
Name:

Title of the authorized signatory: Director
(Required)

Name of the Agent: KPMG
(Signature or seal)

[Note:]

The following shall be completed by investors tendering applications without appointed agents (i.e. investors having a branch office registration in accordance with Article 371 of the *Company Act*):

- (1.) **Name of the authorized signatory:** signature by **the designated responsible person in the ROC** as recorded on the Foreign Corporate (Amendment) Registration Form
- (2.) **Title of the authorized signatory:** designated responsible person in the ROC
- (3.) Name of the Agent: please left blank
- (4.) Please provide the original copy of the signed Declaration

Date (required): _____

The Interpretation of the Standard for Determining Whether a Third-Area Company Is an Investor of the Mainland Area:

(Attachment to the Declaration of Foreign Investor Qualification)

I. Calculation of Shareholding:

1. The calculation shall be based on the third-area company's total capital contribution (or its total issued and outstanding common and special shares) at present, excluding stock options, or share call options, or bonds, or any other instruments convertible to common shares.
2. Calculation of the direct or indirect shareholding (or capital contribution) percentage shall be based on the "Tiered Recognition Calculation Method":
(Letter Ref. No.: Jing-Shen-Zi-10904606730, issued by this ministry, dated December 30, 2020)

The calculation method of thirty (30) percent prescribed by the Article 3, Paragraph 2, Section 1 of the *Measures Governing Investment Permit to the People of Mainland Area* shall be the following:

- (1) Third-area company investor (i.e. the investment applicant) shall calculate its Mainland Area shareholding percentage in the following method:

Direct Mainland Area shareholder of the investment applicant shall account all of its shareholding to the investment applicant as the investment applicant's Mainland Area equity.

- (2) Direct third-area company shareholder of the investment applicant (hereinafter referred to as the "second-tier shareholder"), if having more than thirty (30) percent of shares held by (or being controlled by) Mainland Area individual, legal person, organization or any other institution, shall be deemed to be a Mainland Area investor, and shall account all of its shareholding to the first-tier shareholder as the first-tier shareholder's Mainland Area equity.
- (3) Direct third-area company shareholder of the second-tier shareholder (hereinafter referred to as the "third-tier shareholder"), if having more than thirty (30) percent of shares held by (or being controlled by) Mainland Area individual, legal person, organization or any other institution, shall be deemed to be a Mainland Area investor, and shall account all of its shareholding to the second-tier shareholder as the second-tier shareholder's Mainland Area equity.

Accordingly, the second-tier shareholder, if having more than thirty (30) percent of shares held by (or being controlled by) Mainland Area individual, legal person, organization or any other institution in aggregate, shall be deemed to be a Mainland Area investor, and shall account all of its shareholding to the first-tier shareholder as the first-tier shareholder's Mainland Area equity, etc.

3. Third-area company investor (i.e. the investment applicant), as well as any company within its shareholder structure, if being listed (or registered over-the-counter) on an overseas stock exchange, shall calculate its shareholding (or capital contribution) percentage based on the shareholder register at a special reference date. The special reference date shall be designated after the company's latest book closure date.

II. Having control power:

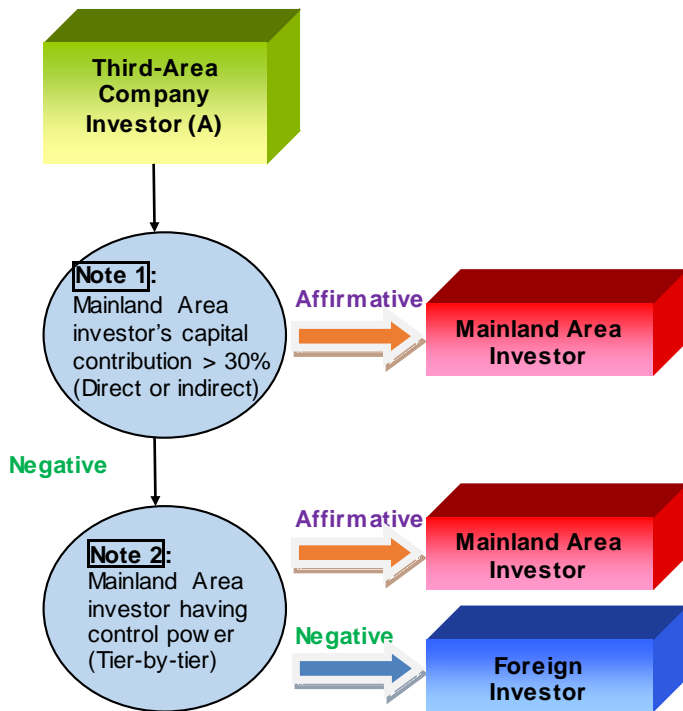
Control power prescribed by the Article 3, Paragraph 2, Section 2 of the *Measures Governing Investment Permit to the People of Mainland Area* shall be when Mainland Area individual, legal person, organization or any other institution having the following circumstances over a third-area company:

(Letter Ref. No.: Jing-Shen-Zi-10904606720, issued by this ministry, dated December 30, 2020)

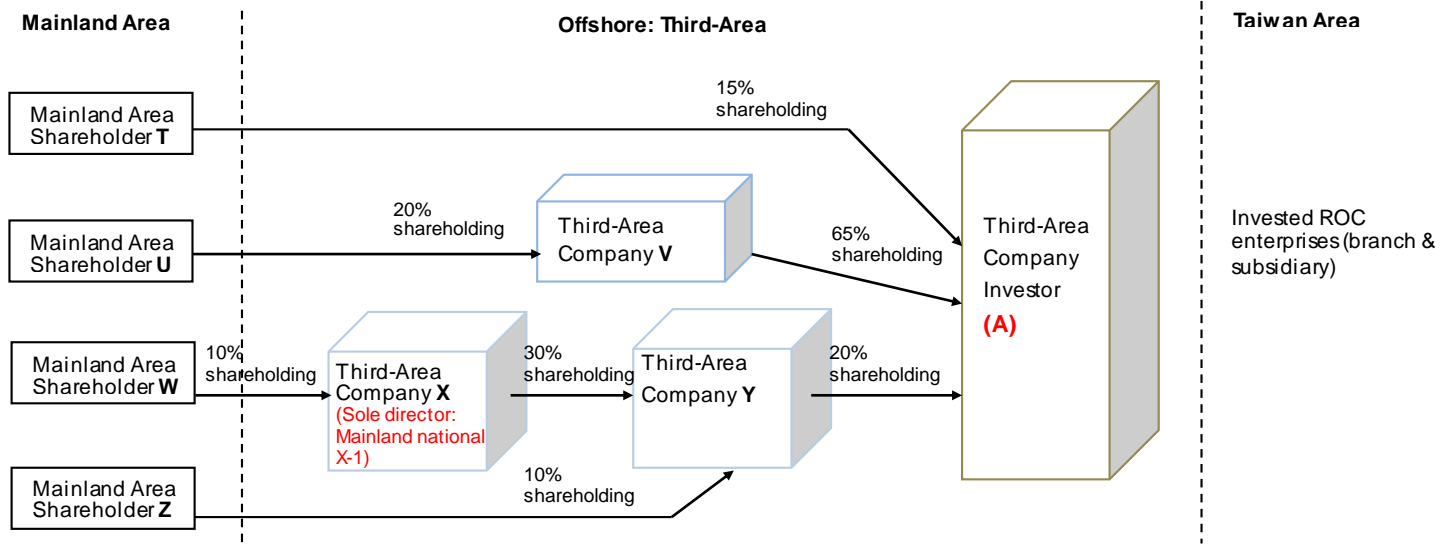
1. Having control over the majority of the votes pursuant to an agreement with other investors;
2. Having control over the financial, operational, and/or human resources policies pursuant to the law or regulations or contractual commitments;
3. Having the right to appoint or discharge a majority of the directors on the board (or other organizations determining the company's operational policies), which has control over the company's operations;
4. Having control over the majority of the votes of the directors on the board (or other organizations determining the company's operational policies), which has control over the company's operations; or
5. Other circumstances evidencing having control power in accordance with the International Financial Reporting Standards (IFRS) or ROC Statements of Auditing Standards

III.

III. The Process for Determining Whether a Third-Area Company Is an Investor of the Mainland Area:



Example:



Explanation: Third-Area Company Investor (A) shall be a Mainland Area investor

- I. (A) has more than 30% of direct or indirect capital contribution from Mainland Area investor: T (15%) + Y (20%) = 35% (>30%)
 1. Direct Mainland Area Shareholder T shall account all of its shareholding (15%) to (A)'s Mainland Area equity
 2. Mainland Area Shareholder U holds V 20%, while V is not controlled by Mainland Area investor (determined from items 1 to 5 for "having control power"). Therefore, V shall not be a Mainland Area investor. All of its shareholding to (A) shall not be accounted as (A)'s Mainland Area equity.
 3. Mainland Area Shareholder W holds X 10%, while a sole director Mainland national X-1 has control over X. Therefore, X shall be a Mainland Area investor. All of its shareholding to Y shall be accounted as Y's Mainland Area equity.
 4. Mainland Area Shareholder Z holds Y 10%, increasing Y's Mainland Area equity to 40%. Therefore, Y shall be a Mainland Area investor. All of its 20% shareholding to (A) shall be accounted as (A)'s Mainland Area equity.
- II. (A) is not controlled by Mainland investor: Third-area company V has control power over (A) while V is not a Mainland Area investor.
 1. V holds (A) more than 50%. Therefore, V has control power over (A).
 2. Mainland Area investor holds V 20%, while V is not controlled by Mainland Area investor. Therefore, V shall not be a Mainland Area investor.

Note 1: Calculation of the direct or indirect capital contribution percentage by Mainland Area individuals, juridical persons, organizations, or any other institutions (i.e. the "Mainland Area investors") shall be based on the "Tiered Recognition Calculation Method." Direct Mainland Area shareholder of the investment applicant shall account all of its shareholding to the investment applicant as the investment applicant's Mainland Area equity (see section I on page 1).

Note 2: Third-Area Company Investor (A) shall verify whether or not Mainland Area investor or other third-area company (including companies outside the shareholder structure) has control power over it according to the Letter Ref. by this ministry (see items 1 to 5 of section II on page 2):

- (1) If Mainland Area investor has control power over Company (A), then it shall be a Mainland Area investor
- (2) If a third-area company "Company (B)" has control power over Company (A), then Company (B) shall verify whether or not it has direct or indirect capital contribution > 30% from (or being controlled by) Mainland Area investor or a third-area company:
 - a. If Mainland Area investor has direct or indirect capital contribution > 30% (or has control power over) Company (B), then Company (B) shall be a Mainland Area investor. Since Company (B) has control power over Company (A), Company (A) shall be a Mainland Area investor.
 - b. If a third-area company "Company (C)" has control power over Company (B), then Company (C) shall verify through the process listed above in (2), etc.