

THIS LETTER OF TRANSMITTAL IS FOR USE IN CONNECTION WITH AN ARRANGEMENT UNDER SECTION 288 OF THE *BUSINESS CORPORATIONS ACT* (BRITISH COLUMBIA) INVOLVING PRIMETIME HOLDINGS INC. AND THE HOLDERS OF THE 8.0% SECURED DEBENTURES DUE ON MARCH 12, APRIL 9 AND JULY 8, 2023.

THIS LETTER OF TRANSMITTAL MUST BE PROPERLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, OLYMPIA TRUST COMPANY. IT IS IMPORTANT THAT YOU PROPERLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL ON A TIMELY BASIS 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.

PRIMETIME HOLDINGS INC.

LETTER OF TRANSMITTAL

FOR USE BY REGISTERED HOLDERS OF THE 8.0% SECURED DEBENTURES OF PRIMETIME HOLDINGS INC. DUE ON MARCH 12, APRIL 9 AND JULY 8, 2023

This letter of transmittal (the "**Letter of Transmittal**") is for use by the registered holders (the "**Securityholders**") of the 8.0% Secured Debentures of PrimeTime Holdings Inc. due on March 12, April 9 and July 8, 2023 (the "**2021 Debentures**") in connection with the proposed arrangement (the "**Plan of Arrangement**") under the provisions of Section 288 of the *Business Corporations Act* (British Columbia) involving, PrimeTime Holdings Inc. (the "**Company**") and the Securityholders. Capitalized terms used, but not defined, in this Letter of Transmittal shall have the meanings given to them in the Plan of Arrangement.

Pursuant to the Plan of Arrangement, the Company will effect a recapitalization transaction pursuant to which, among other things, each holder of the 2021 Debentures will receive new secured debentures in the principal amount equal to 100% of the principal and interest outstanding on the 2021 Debentures on the effective date of the Plan of Arrangement ("**New Secured Debentures**"), pursuant to a New Secured Debenture indenture between the Company and Olympia Trust Company as trustee and collateral agent, to be entered into as of the effective date of the Plan of Arrangement..

Except as otherwise indicated, all dollar amounts used in this Letter of Transmittal are expressed in Canadian dollars.

Terms used herein without definition but with initial capital letters have the same meaning herein as in the Management Information Circular dated November 1, 2022.

In order for a Securityholder to receive the New Secured Debentures, the Securityholder must deposit the certificate(s) representing its 2021 Debentures that are in its possession, as applicable, and other required documents, if any, as provided in this Letter of Transmittal, with the Depositary. This Letter of Transmittal, properly completed and duly executed, together with all other required documents and instruments referred to in this Letter of Transmittal or reasonably requested by the Depositary, must accompany all certificate(s) representing 2021 Debentures deposited for payment pursuant to the Plan of Arrangement. Assuming due delivery of the required documentation, including the certificate(s) representing the 2021 Debentures and a duly and properly completed copy of this Letter of Transmittal delivered in accordance with the instructions and procedures set forth herein, the Depositary will deliver the New Secured Debentures, to which the Securityholder is entitled as soon as practicable after the date the Plan of Arrangement is effective, which is currently anticipated to be on or about December 9, 2022 (the "**Effective Date**") in accordance with the delivery instructions as requested by the Securityholder in this Letter of Transmittal.

Please carefully read the Instructions set forth below before completing this Letter of Transmittal. Delivery of this Letter of Transmittal to an address other than the address set forth on the back page of this Letter of Transmittal will not constitute a valid delivery.

TO: PRIMETIME HOLDINGS INC.
AND TO: OLYMPIA TRUST COMPANY

The undersigned hereby delivers to the Depository the certificate(s) representing 2021 Debentures set forth below, to be exchanged for the New Secured Debentures, pursuant to and in accordance with the Plan of Arrangement:

DESCRIPTION OF 2021 DEBENTURE CERTIFICATES DEPOSITED		
Certificate Number(s)	Name in which 2021 Debentures are Registered <i>Please fill in exactly as name(s) appear on certificate(s)</i>	Aggregate Amount of 2021 Debentures Deposited
TOTAL:		

(If space is not sufficient, please attach a list in the above form.)

Some or all of the certificate(s) representing my 2021 Debentures have been lost, stolen or destroyed. Please review Instruction 6 of the Instructions for the procedure to replace lost, stolen or destroyed certificates. (**Check box if applicable**).

The certificate(s) described above are enclosed, and the Securityholder irrevocably deposits, or authorizes the deposit of, the above-mentioned certificate(s) representing 2021 Debentures (the "**Deposited Securities**") in exchange for the New Secured Debentures, to which such holder is entitled pursuant to the Plan of Arrangement. The Securityholder transmits the certificate(s) described above representing the Deposited Securities to be dealt with in accordance with this Letter of Transmittal.

AUTHORIZATION

The undersigned registered holder of the Deposited Securities hereby:

1. represents and warrants that: (i) the Deposited Securities represent all of the 2021 Debentures owned by the undersigned and that the undersigned is the legal and registered owner of (or exercises control or direction over) the Deposited Securities represented by the enclosed certificate(s), (ii) the undersigned has good title to the Deposited Securities represented by the above mentioned certificate(s) free and clear of any mortgage, charge, pledge, hypothec, security interest, assignment, lien (statutory or otherwise), privilege, easement, servitude, pre-emptive right or right of first refusal, ownership or title retention agreement, restrictive covenant or conditional sale agreement or option, imperfections of title or encroachments relating to real property, or any other encumbrance of any nature or arrangement or condition which, in substance, secures payment or performance of any obligation, together with all rights and benefits, (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the certificate(s) representing the Deposited Securities, and (iv) following the Effective Time, the Company and any their respective affiliates or successors will not be subject to any adverse claim in respect of such Deposited Securities;
2. represents and warrants that the Deposited Securities have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Securities to any other person;
3. represents and warrants that if the undersigned is a corporation, the surrender of the undersigned's Deposited Securities complies with its constating documents, and that the information provided herein is true, accurate and complete as of the date hereof;
4. represents and warrants that the undersigned is not an "affiliate" (within the meaning of Rule 144 under the U.S. Securities Act) of the Company and, within the 90 days prior to the Effective Date, was not an affiliate of the Company;
5. acknowledges that the covenants, representations and warranties of the undersigned contained herein shall survive the completion of the Plan of Arrangement;
6. acknowledges that the Company may be required to disclose personal information in respect of the undersigned and consents to disclosure of personal information in respect of the undersigned to: (i) securities or other regulatory authorities; (ii) the Depository; (iii) any of the parties to the Arrangement Agreement; and (iv) legal counsel to any of the parties to the Arrangement Agreement;
7. acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned;
8. by virtue of the execution of this Letter of Transmittal, the undersigned shall be deemed to have agreed that all questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Deposited Securities will be determined by the Company in its sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on the Company, the Depository or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice;
9. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing the Deposited Securities for the New Secured Debentures;
10. surrenders to the Company, effective at the time at which the Plan of Arrangement becomes effective on the Effective Date (the "**Effective Time**"), all right, title and interest in and to the Deposited Securities and irrevocably appoints and constitutes each director and officer of the Company, and any other person designated by the Company in writing, as true and lawful attorney of the undersigned, with the full power of substitution to deliver the certificate(s) representing the Deposited Securities pursuant to the Arrangement and to effect the transfer of the Deposited Securities on the books of the Company (such power of attorney being deemed to be an irrevocable power coupled with an interest);

11. revokes any and all authority, other than as granted in this Letter of Transmittal, 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 Securities and represents and agrees that no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise will be granted with respect to such Deposited Securities;
12. following completion of the Plan of Arrangement, directs and instructs the Depositary to issue and deliver the New Secured Debentures in accordance with the instructions provided under this Letter of Transmittal;
13. acknowledges that if the Plan of Arrangement does not proceed, the enclosed certificate(s) representing the Deposited Securities will be returned forthwith to the undersigned at the last address of the undersigned as it appears on the register of the Company.

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 Plan of Arrangement as entered into through this Letter of Transmittal, as well as any documents related thereto, be drawn exclusively in the English language. *En utilisant la version anglaise de la présente lettre d'envoi, le soussigné est réputé avoir demandé que tout contrat attesté par l'arrangement, tel qu'il est accepté au moyen de cette lettre d'envoi, de même que tous les documents qui s'y rapportant soient rédigés exclusivement en anglais.*

This Letter of Transmittal will be construed in accordance with and governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The undersigned irrevocably attorns and submits to the exclusive jurisdiction of the courts of British Columbia and waives objection to the venue of any proceeding in such court or any argument that such court provides an inconvenient forum.

SCHEDULE A – ISSUANCE AND DELIVERY INSTRUCTIONS
(to be completed by all Securityholders)

BOX "A"

REGULAR ISSUANCE AND DELIVERY

- Issue the New Secured Debentures in the name of, and deliver to the delivery address provided for, the person(s) indicated on Schedule B, "Securityholder Signature(s)".**

BOX "B"

SPECIAL REGISTRATION INSTRUCTIONS

To be completed **ONLY** if Box "A" is not completed, and the New Secured Debentures are to be issued in the name of someone other than the person(s) indicated on Schedule B, "Securityholder Signature(s)". See Instruction 5 of the Instructions. If this box is completed, the signature of the Securityholder on Schedule B must be guaranteed. See Instruction 1 of the Instructions.

Issue New Secured Debentures to:

Name: _____
(Please Print)

Address: _____

Telephone No. (Business hours):
() _____

Social Insurance Number or Taxpayer Identification Number
(must be provided):

BOX "C"

SPECIAL DELIVERY INSTRUCTIONS

To be completed **ONLY** if Box "A" is not completed, and the New Secured Debentures are to be sent to someone other than the person(s) indicated on Schedule B, "Securityholder Signature(s)" or sent to such persons at an address other than that appearing below. See Instruction 5 of the Instructions. If this box is completed, the signature of the Securityholder on Schedule B must be guaranteed. See Instruction 1 of the Instructions.

- Mail New Secured Debentures to:

Name: _____
(Please Print)

Address: _____

Telephone No. (Business hours):
() _____

OR

- Hold cheque(s) for pick-up at the office of the Depository as shown on the back page of this Letter of Transmittal.

SCHEDULE B – SECURITYHOLDER SIGNATURE

This Schedule must be signed by the Securityholder exactly as the name(s) appear(s) on the certificate(s) representing the Deposited Securities or by transferee(s) of original registered holder(s) authorized to become new registered holder(s) by certificates and documents transmitted with this Letter of Transmittal. See Instruction 4 below.

If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or any other person acting in a fiduciary or representative capacity, PROOF OF SIGNING AUTHORITY IS REQUIRED. Please see Instruction 4 below.

SIGNATURE

(to be completed by the Securityholder)

SIGNATURE GUARANTEE

(if required by Instruction 1)

Date: _____

Signature of Securityholder or Authorized Representative of Securityholder

Guarantor Signature(s) (if required)

Name of Securityholder or Authorized Representative of Securityholder (please print or type)

Name of Guarantor (please print or type)

Address: _____

Telephone No. (Business hours):

() _____

Taxpayer Identification Number (must be provided):

Authorized Signature on behalf of an Eligible Institution (as defined in Instruction 1)

See Instructions 1 and 4 below.

Email Address of Securityholder:

INSTRUCTIONS

1. Guarantee of Signatures

Except as provided below in Instruction 4, no signature guarantee is required on this Letter of Transmittal if this Letter of Transmittal is signed by the Securityholder, as the registered holder of the Deposited Securities surrendered herewith and payment of the New Secured Debentures is to be made to the Securityholder, as registered holder of the Deposited Securities. If this Letter of Transmittal is signed by a person other than the registered holder of the Deposited Securities, or if payment is to be sent to a person other than the registered holder of the Deposited Securities, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution). See also Instruction 4.

An "**Eligible Institution**" means a Canadian Schedule I chartered bank or an eligible guarantor institution with membership in an approved Medallion signature guarantee program, a member of the Securities Transfer Agents Medallion Program (STAMP), including certain trust companies in Canada, a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority, or banks and trust companies in Canada or the United States.

2. Delivery of Letter of Transmittal and Certificates

This Letter of Transmittal (or a manually or electronically signed facsimile thereof) is to be completed by the Securityholder, being the registered holder of the certificate(s) representing the Deposited Securities submitted with this Letter of Transmittal. Certificate(s) of all physically delivered Deposited Securities, as well as a properly completed and duly executed Letter of Transmittal in the appropriate form, should be received by the Depository at the address set forth on the last page hereof in order to facilitate prompt delivery of the New Secured Debentures commencing on or after the Effective Date. The method of delivery of the certificate(s) representing the Deposited Securities is at the option and risk of the person transmitting the certificate(s). The Company recommends that if mailed, that registered mail be used (with proper insurance and an acknowledgment of receipt requested).

3. Inadequate Space

If the space provided in this Letter of Transmittal is inadequate, the certificate number(s) and the number of Deposited Securities represented by the certificate(s) should be listed on a separate list attached to this Letter of Transmittal, which separate list must be signed by the Securityholder.

4. Signatures on Letter of Transmittal, Powers and Endorsements

If this Letter of Transmittal, any certificates or any power(s) of attorney are signed by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation, partnership or association or any other person acting in a fiduciary or representative capacity, such person(s) should so indicate when signing, and proper evidence satisfactory to the Depository of their authority to act should be submitted. If this Letter of Transmittal is signed by the Securityholder evidenced by the certificate(s) listed and submitted with this Letter of Transmittal, no endorsements of certificates or separate powers are required unless payment is to be made to a person other than the Securityholder, in which case signatures on those certificate(s) or powers must be guaranteed in the manner specified in Instruction 1. If this Letter of Transmittal is signed by a person other than the Securityholder evidenced by certificate(s) listed and submitted by this Letter of Transmittal, the certificate(s) must be endorsed or accompanied by appropriate share transfer or stock transfer powers, in either case signed exactly as the name or names of the Securityholder appear on the certificate(s). Signatures on such certificate(s) or powers must be guaranteed in the manner specified in Instruction 1.

5. Payment and Delivery Instructions

Assuming due delivery of the required documentation, including the certificate(s) representing the 2021 Debentures and a duly and properly completed copy of this Letter of Transmittal delivered in accordance with the instructions and procedures set forth herein, the Depository will deliver the New Secured Debentures to which the Securityholder is entitled as soon as practicable after the Effective Date, in accordance with the payment delivery instructions as requested by the Securityholder in Schedule A attached hereto.

6. Lost, Stolen or Destroyed Certificates

If any certificate that immediately prior to the Effective Time represented one or more 2021 Debentures has been lost, stolen or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depository. The Depository will respond with the replacement requirements (which may include a bonding requirement) that must be properly completed and returned prior to effecting the exchange of 2021 Debentures for the New Secured Debentures.

7. Requests for Assistance or Additional Copies

Questions and requests for assistance with respect to this Letter of Transmittal may be directed to the Depository and additional copies of this Letter of Transmittal may be obtained upon request without charge from the Depository at the telephone number(s) and address set forth on the last page of this Letter of Transmittal.

8. Correction of or Change in Name

For a correction of name or for a change in name which in either case does not involve a change in ownership, proceed as follows: (i) for a change of name by marriage, etc., the surrendered certificate(s) representing the Deposited Securities should be endorsed, e.g., "Mary Doe, now by marriage Mrs. Mary Jones," with the signature guaranteed by an Eligible Institution; and (ii) for a correction in name, the surrendered certificate(s) should be endorsed, e.g., "James E. Brown, incorrectly inscribed as J.E. Brown," with the signature guaranteed by an Eligible Institution. See Instructions 1 and 4.

9. Return of Certificates

If the Plan of Arrangement does not proceed for any reason, (i) any certificate(s) you have delivered for Deposited Securities will be returned to the Securityholder at the last address of the Securityholder as it appears on the register of the Company.

10. Miscellaneous

- (a) No alternative, conditional or contingent deposits will be accepted. The Securityholder by execution of this Letter of Transmittal waives any right to receive any notice of acceptance of Deposited Securities for payment.
- (b) The Company 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 received by it.

The Depository is:

By Mail:

Olympia Trust Company
Attention: Corporate & Shareholder Services
PO Box 128, STN M
Calgary, AB T2P 2H6

By Courier or Hand-Delivery:

Olympia Trust Company
Attention: Corporate & Shareholder Services
Suite 4000, 520 - 3rd Avenue S.W.
Calgary, AB T2P 0R3

By E-Mail (with original to follow by Mail, Courier or Hand-Delivery):

cssinquiries@olympiatrust.com

1-833-684-1546 (North American Toll-Free Number)

Manually executed facsimiles of this Letter of Transmittal will be accepted.

Delivery of this Letter of Transmittal to an address or e-mail address other than the address and email address of the Depository set forth above does not constitute a valid delivery.

Any questions and requests for assistance may be directed to the Depository by using the contact information set out above.