

**GRAND PEAK CAPITAL CORP.
LETTER OF TRANSMITTAL**

TO: GRAND PEAK CAPITAL CORP.

The undersigned hereby represents and warrants that the undersigned is the owner of the number of common shares of Grand Peak Capital Corp. ("Common Shares"), which shares are represented by the share certificate(s) described below and delivered herewith and the undersigned has good title to the shares represented by the said certificate(s), free and clear of all liens, charges and encumbrances, and has full power and authority to herewith deposit such shares.

Certificate Number	Number of Shares	Registered in the Name of

SHAREHOLDERS WITH 500 OR LESS COMMON SHARES

The above-listed share certificates are hereby surrendered in exchange for a cash payment of \$0.03 per **Post-Consolidated Common Share** (the "Cash Consideration"). The amount of Cash Consideration paid will be rounded to the nearest \$0.01.

The undersigned authorizes and directs Grand Peak Capital Corp. to issue a cheque for the Cash Consideration to which the undersigned is entitled as indicated below and to mail such cheque to the address below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by Grand Peak Capital Corp.

Name (please print)			
Address			
City		Province	Postal Code
Telephone (Office) ()	(Home) ()	Social Insurance Number	Tax Identification Number

STATUS AS UNITED STATES HOLDER

Indicate whether you are a United States ("U.S.") holder or are acting on behalf of a U.S. holder:

_____ The undersigned represents that the undersigned is not a U.S. holder and is not acting on behalf of a U.S. holder.

_____ The undersigned represents that the undersigned is a U.S. holder or is acting on behalf of a U.S. holder.

To avoid U.S. backup withholding, if you are a U.S. holder or acting on behalf of a U.S. holder, you must complete Substitute Form W-9 attached hereto, or otherwise provide certification that you are exempt from backup withholding, or in certain circumstances, another withholding tax certificate. You can find more information on page 2 (see Instructions 3, "Substitute Form W-9 - U.S. Shareholders").

Date: _____

Signature of Shareholder

SUBSTITUTE FORM W-9

TO BE COMPLETED ONLY BY SHAREHOLDERS THAT ARE U.S. HOLDERS

<p>SUBSTITUTE</p> <p>Form W-9</p> <p>Department of the Treasury International Revenue Services</p> <p>Payer's Request for Taxpayer Identification Number ("TIN") and Certification</p> <p>Check appropriate box</p>	<p>Part 1 --- PLEASE PROVIDE YOUR TIN (OR IF AWAITING A TIN WRITE "APPLIED" AND CERTIFY BY SIGNING AND DATING BELOW):</p>	<p style="text-align: center;">TIN (Social Security Number or Employer Identification Number)</p> <p style="text-align: center;">_____</p>
<p>Part 2 --- For Payees Exempt From Backup Withholding (see Instructions)</p> <p style="text-align: center;">D Exempt from backup withholding</p>	<p>Part 3 --- Certification --- Under penalties of perjury, I certify that:</p>	
<p>___ Individual/sole proprietor</p> <p>___ Corporation</p> <p>___ Partnership</p> <p>___ Other</p>	<p>(1) The number shown on this form is my correct TIN (or I am waiting for a number to be issued to me), and</p> <p>(2) 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 (the "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</p> <p>(3) I am a U.S. person (including a U.S. resident alien).</p> <p style="text-align: center;">The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.</p>	
	<p>NAME _____</p> <p>ADDRESS _____</p> <p>SIGNATURE _____</p> <p>DATE _____</p>	

1. You must cross out item (2) in Part 3 above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return.

COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE "APPLIED FOR" IN PART 1 OF THE
SUBSTITUTE FORM W-9

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and that I mailed or delivered an application to receive a Taxpayer Identification Number to the appropriate Internal Revenue Service Centre or Social Security Administration Office (or I intend to mail or deliver an application in the near future). I understand that if I do not provide a taxpayer identification number to the Payer at the time of payment, the Payer is required to withhold 28 percent of all payments reportable made to me thereafter until I provide a number.

SIGNATURE _____ DATE _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN A \$50 PENALTY IMPOSED BY THE INTERNAL REVENUE SERVICE AND IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE CONSOLIDATION AND SUBDIVISION. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER OR SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Each shareholder holding share certificate(s) of Grand Peak Capital Corp. must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to Grand Peak Capital Corp., c/o Boughton Law Corporation, PO Box 49290, Suite 700 - 595 Burrard Street, Vancouver, British Columbia, V7X 1S8, Attn: Candice Mordy. The method of delivery to Boughton law Corporation is at the option and risk of the shareholder, but if mail is used, registered mail is recommended.
- (b) Share certificate(s) registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed need not be endorsed or accompanied by any share transfer power of attorney.
- (c) Share certificate(s) not registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed must be endorsed by the registered holder thereof or deposited together with share transfer power of attorney properly completed by the registered holder. Such signature must be guaranteed by an "Eligible Institution".

An "Eligible Institution" means a Canadian schedule 1 chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges 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.

- (d) Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association, or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of the representative's authority to act.
- (e) Grand Peak Capital Corp. reserves the right if it so elects in its absolute discretion to waive any defect or irregularity contained in any Letter of Transmittal received by it.

2. Substitute Form W-9 - U.S. Shareholders

United States federal income tax law generally requires that a Shareholder (other than a corporation) that is a U.S. holder (as defined below) who receives cash under the Arrangement for the Common Shares must provide the Depositary with his or her correct Taxpayer Identification Number ("TIN") on the Substitute Form W-9 above and certify, under penalties of perjury, that such number is correct, that such Shareholder is not subject to backup withholding, and that such Shareholder is a U.S. person (including a U.S. resident alien). If the Depositary is not provided with the correct TIN or an adequate basis for an exemption, or if any other information is not correctly provided, such holder may be subject to penalties imposed by the Internal Revenue Service and, payments made with respect to the Common Shares may be subject to backup withholding of 28%. For the purposes of this Letter of Transmittal, a "U.S. holder" means: a beneficial owner of Common Shares that, for United States federal income tax purposes, is (a) a citizen or resident of the United States, (b) an estate if the income of such estate is subject to United States federal income tax regardless of the source of such income, (c) 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 (d) 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 Internal Revenue Service.

Exempt holders (including, among others, corporations, certain "not-for-profit" organizations, and certain non-U.S. persons) are not subject to backup withholding. To prevent possible erroneous backup withholding, an exempt holder must complete the Substitute Form W-9, check the "Exempt from backup withholding" box on such form, and sign and date the form. See the instructions in the attached Substitute Form W-9 for additional instructions.

If Common Shares are held in more than one name or are not in the name of the actual owner, consult the instructions in the attached Substitute Form W-9 for information on which TIN to report.

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 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 Shareholder that is a U.S. holder 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 Shareholder that is a U.S. holder completes the Certificate of Awaiting Taxpayer Identification Number but does not provide a TIN within 60 days, such Shareholder will be subject to backup withholding at a rate of 28% until a TIN is provided.

If the Substitute Form W-9 is not applicable to a U.S. holder because such holder is not a U.S. person for United States federal income tax purposes, such holder will instead need to submit a properly completed IRS Form W-8 BEN, IRS Form W-8ECI or IRS Form W-8IMY, as the case may be, signed under penalty of perjury attesting to such holder's exempt status. A copy of the appropriate IRS Form W-8 may be requested from the Depositary.

A U.S. HOLDER WHO FAILS TO PROPERLY COMPLETE THE SUBSTITUTE FORM W-9 ATTACHED TO THIS LETTER OF TRANSMITTAL OR, IF APPLICABLE, THE APPROPRIATE IRS FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT A RATE OF 28% OF THE GROSS PROCEEDS OF ANY PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT.

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, SHAREHOLDERS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS LETTER OF TRANSMITTAL IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY SUCH SHAREHOLDERS, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH SHAREHOLDERS UNDER THE INTERNAL REVENUE CODE; (B) SUCH DISCUSSION IS BEING USED IN CONJUNCTION WITH THE PROMOTION OR MARKETING (WITHIN THE MEANING OF CIRCULAR 230) BY THE COMPANY OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) EACH SHAREHOLDER SHOULD SEEK ADVICE BASED UPON HIS OR HER OWN PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Failure to furnish TIN - If you fail to furnish your correct TIN, you are subject to a penalty of U.S.\$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**FOR U.S. SHAREHOLDERS ONLY
GUIDELINES FOR CERTIFICATION OF
TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper **Identification Number for the Payee (You) to Give the Payer** - Social Security numbers have nine digits separated by two hyphens: i.e. 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the tax payer. All "Section" references are to the Internal Revenue Code of 1986, as amended. "IRS" is the Internal Revenue Service.

For this type of account:	Give the name and SOCIAL SECURITY number of --	For this type of account:	Give the name and EMPLOYER IDENTIFICATION number of --
1. An individual's account	The individual	6. A valid trust, estate, or pension trust	The legal entity (4)
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	7. Corporate or LLC electing corporate status on form 8832 account	The corporation
3. Custodian account of a minor (Uniform Gift to Minors Act) The minor(2)	The minor(2)	8. Partnership or multi-member LLC account held in the name of the business	The partnership
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under State law	a. The grantor-trustee(1) b. The actual owner(1)	9. Association, club or other tax exempt organization account	The organization
5. Sole proprietorship or single owner LLC account	The owner(3)	10. A broker or registered nominee	The broker or nominee
		11. 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

- (1) List first and circle the name of the person whose number you furnish. If only one person has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) Show the name of the owner. You must show your individual name, but you may also enter your business or "doing business as" name. Either your social security number or employer identification number (if you have one) may be used.
- (4) List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

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

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9

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Obtaining a Number

If you do not have a taxpayer identification number ("TIN") you should apply for one immediately. You may obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration. You may obtain Form SS-4, Application for Employer Identification Number, or Form W-7, Application for IRS Individual Taxpayer Identification Number, from the Internal Revenue Service by calling 1-800-TAX-FORM (1-800-829-3676) or from the IRS's Internet website at www.irs.gov. If you do not have a TIN, write "Applied For" in the space for the TIN.

Payees Exempt from Backup Withholding

Payees specifically exempted from backup withholding on all dividend and interest payments and on broker transactions include the following:

- An organization exempt from tax under Section 501(a), or an individual retirement account, or a custodial account under Section 403(b)(7) if the account satisfies the requirements of Section 401(f)(2).
- The United States or any agency or instrumentality thereof.
- A state, the District of Columbia, a possession of the United States, or any subdivision or instrumentality thereof.
- An international organization or any agency or instrumentality thereof.
- A foreign government or any political subdivision, agency or instrumentality thereof.

Other payees that may be exempt from backup withholding include the following:

- A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
- A corporation.
- A financial institution.
- A real estate investment trust.
- A common trust fund operated by a bank under Section 584(a)
- An entity registered at all times during the tax year under the Investment Company Act of 1940.
- A foreign central bank of issue.
- A futures commission merchant registered with the Commodity Futures Trading Commission.
- A middleman known in the investment community as a nominee or who is listed in the most recent publication of the American Society of Corporate Securities, Inc., Nominee List.

- A trust exempt from tax under Section 664 (charitable remainder trust) or non-exempt trust described in Section 4947.

Certain other payees may be exempt from either dividend and interest payments or broker transactions. You should consult your tax advisor to determine whether you might be exempt from backup withholding. Exempt payees described above should file the substitute Form W-9 to avoid possible erroneous backup withholding. Complete the substitute Form W-9 as follows:

ENTER YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE "EXEMPT" ACROSS THE FACE OF THE FORM, SIGN AND DATE THE FORM AND RETURN THE FORM TO THE PAYER.

IF YOU ARE A NONRESIDENT ALIEN OR FOREIGN ENTITY NOT SUBJECT TO BACKUP WITHHOLDING, GIVE THE PAYER THE APPROPRIATE COMPLETED FORM W-8.

Privacy Act Notice — Section 6109 requires you to provide your correct taxpayer identification number to payers who must report the payments to the IRS. The IRS uses the number for identification purposes and may also provide this information to various government agencies for tax enforcement or litigation purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

(1) **Penalty for Failure to Furnish Taxpayer Identification Number**— If you fail to furnish your correct taxpayer identification number to a payer, 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.

(2) **Civil Penalty for False Information with Respect to Withholding**— If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**FOR ADDITIONAL INFORMATION CONTACT
YOUR TAX CONSULTANT OR THE INTERNAL
REVENUE SERVICE.**