

The instructions accompanying this Letter of Transmittal should be read carefully before completing this Letter of Transmittal.

## Intelligent Content Enterprises Inc.

### LETTER OF TRANSMITTAL

**TO: TSX Trust Company ("TSX Trust" or "Transfer Agent")**

This Letter of Transmittal is for use by registered holders of common shares (the "**Common Shares**") in the capital of Intelligent Content Enterprises Inc. (the "**Corporation**") in connection with the amendment of the Corporation's articles to: (1) consolidate the Common Shares on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "**Consolidation**"); and (2) to change the Corporation's name to "Novicius Corp." (the "**Name Change**"); all as more fully described in the management information circular of the Corporation dated January 22, 2016. All references herein to "Post-Consolidation Common SHares " refer to the Common Shares after completion of the Consolidation and the Name Change.

At the last annual and special meeting of shareholders held on February 29, 2016, the shareholders of the Corporation approved resolutions giving the Corporation's board authority to complete the Name Change and Consolidation at any time at its discretion up to the next annual meeting of shareholders. The Corporation's board has acted on this shareholder approval and has filed articles of amendment to be effective May 26, 2017 to effect the Consolidation and the Name Change.

This completed Letter of Transmittal, accompanied by the share certificate(s) of the Corporation should be forwarded by **registered mail** to: TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Corporate Actions, or delivered by **hand or by courier** to TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Stock Transfer Department.

#### **DO NOT FORWARD SHARE CERTIFICATES TO THE HEAD OFFICE OF THE CORPORATION.**

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

Certificate Number	Number of Common Shares	Registered in the Name of

(NOTE: attach additional list if the space above is insufficient.)

The Transfer Agent is hereby requested and authorized to issue new certificates of the Corporation on the basis of the Consolidation and Name Change having been completed.

**A. NAME AND NUMBER OF CERTIFICATES FOR POST-CONSOLIDATION COMMON SHARES:**

Certificate(s) representing Post-Consolidation Common Shares are to be issued as follows:

Name on Certificate	Number of Post-Consolidation Common Shares

<p><b>B. DELIVERY</b>                  Mail or make available for delivery certificate(s) representing Post-Consolidation Common Shares as follows:</p> <p>Name: _____</p> <p>Address: _____                  _____</p> <p>Postal (Zip) Code: _____</p> <p>Make available for pick-up at the office of TSX Trust, against a counter receipt, by:</p> <p>Name: _____</p> <p>Address: _____                  _____</p> <p>Telephone #: _____</p>	<p><b>C. IMPORTANT: This box must be completed fully if the name in which any Post-Consolidation Common Shares is to be issued differs from the name of the registered holder appearing on the existing certificate(s).</b></p> <p>Date: _____</p> <p>Signature: _____</p> <p>Name: _____</p> <p>Address: _____                  _____</p> <p>Postal (Zip) Code: _____</p> <p>Signature Guaranteed by: _____                  _____</p>
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**IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED**

Date: \_\_\_\_\_

\_\_\_\_\_  
 Signature of Shareholder

## INSTRUCTIONS

1. Pursuant to the amendment to the articles of the Corporation, each shareholder will receive one (1) Common Share for every ten (10) pre-consolidation Common Shares. In the event a shareholder would be entitled to receive a fractional Post-Consolidation Common Share after the Consolidation, each fractional Post-Consolidation Common Share will be rounded up to the next highest whole number of Common Share.
2. Shareholders should refer to the Management Information Circular of the Corporation dated January 22, 2016, for the particulars of the Consolidation and Name Change.
3. Each registered holder of Common Shares must fill in the delivery instructions in Part B and sign and date this Letter of Transmittal. If Part B is not completed, the certificate(s) representing Post-Consolidation Common Shares will be mailed to the shareholder's address recorded on the books of the Transfer Agent.
4. A registered holder of Common Shares who wishes to have the certificate(s) representing post-Consolidation and Name Change Common Shares registered in the name of a person other than the registered holder must fill in Part C as well as Parts A and B of the Letter of Transmittal and must endorse the existing Common Share certificate(s) delivered with the Letter of Transmittal. The signature of the registered holder must correspond in every respect with the name appearing on the face of the certificate(s). Such signature must be guaranteed by an "Eligible Institution" or in some other manner satisfactory to the Transfer Agent.

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 National Association of Securities Dealers or banks and trust companies in the United States.

5. 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 evidence of the representative's authority to act satisfactory to the Transfer Agent.
6. Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office of the Transfer Agent specified below:

TSX Trust Company  
200 University Avenue, Suite 300  
Toronto, Ontario M5H 4H1  
**Attention: Stock Transfer Department**

7. If a share certificate has been lost, stolen or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to the Transfer Agent (at the address set out above) together with a letter stating the loss, theft or destruction. The Transfer Agent will respond with the replacement requirements, and the appropriate documentation. Any questions should be directed to TSX Trust, telephone number 1-866-393-4891 or by email to [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com).