

**The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.**

**GOLDEN INDEPENDENCE MINING CORP.  
LETTER OF TRANSMITTAL**

This Letter of Transmittal relates to the consolidation (the “**Consolidation**”) of the Shares (the “**Shares**”) of Golden Independence Mining Corp. (the “**Company**”) on the basis of one (1) post-Consolidation Share (each, a “**New Share**”) for every 15 pre-Consolidation Shares (each an “**Old Share**”) (15:1).

This Letter of Transmittal is for use by registered shareholders only. Shareholders of the Company (the “**Shareholders**”) that have Shares registered in the name of a broker, investment dealer, bank, trust company or other nominee will have that nominee complete a letter of transmittal in respect of the Shares they hold.

This completed Letter of Transmittal, accompanied by the share certificate(s) of the Company should be hand delivered, couriered, regular mail or sent via registered mail to National Securities Administrators Ltd., 702-777 Hornby Street, Vancouver, BC, V6Z 1S4 (the “**Transfer Agent**”). See #4 in Instructions for more details.

**In order to receive New Shares, each Shareholder must submit this Letter of Transmittal, properly completed and duly executed, together with the certificate(s) representing its Old Shares and all other required documents as set out herein. It is the responsibility of each Shareholder to ensure that this Letter of Transmittal and any certificate(s) representing the Old Shares are received by the Transfer Agent.**

**DO NOT FORWARD SHARE CERTIFICATES TO THE HEAD OFFICE OF THE COMPANY.  
PLEASE PRINT LEGIBLY IN BLOCK LETTERS.**

The undersigned hereby delivers to you the following share certificate(s) representing Old Shares that the undersigned has full power and authority to deposit, sell, assign and transfer.

| <b>*Certificate Number</b> | <b>Name in which registered</b> | <b>Number of Shares shown on face of certificate</b> |
|----------------------------|---------------------------------|--|
|                            |                                 |  |
|                            |                                 |  |
|                            |                                 |  |

(Attach additional list if the space above is insufficient)

**\*Need not be completed if the shares are represented by a Direct Registration Advices (“DRS Advice”)**

The Transfer Agent is hereby requested and authorized to issue a new certificate or a DRS Advice of the Company on a basis of 15 Old Shares for one (1) New Share.

The undersigned:

- a) represents and warrants that the undersigned is the registered owner of the number of Old Shares represented by the enclosed certificate;
- b) delivers to you the enclosed certificate(s) representing Old Shares for cancellation and exchange for New Shares in accordance with the provisions of the articles of amendment of the Company effecting the Consolidation;

- c) represents and warrants that the undersigned has full power and authority to deposit the Old Shares for cancellation and exchange pursuant to the Consolidation, free and clear of all liens, restrictions, charges, encumbrances, claims and equities whatsoever;
- d) represents and warrants that the undersigned is the registered owner and has good title to such Old Shares and that the information inserted into this letter of transmittal by the undersigned is accurate and complete;
- e) agrees further that all questions as to the validity, form and acceptance of any Old Shares will be determined by the Company in its sole discretion and that such determination shall be final and binding;
- f) covenants and agrees to execute, upon request, any and all such documents and other assurances as may be necessary or desirable to give effect to the Consolidation.

**A. NAME AND NUMBER OF CERTIFICATES FOR SHARES**

Certificate(s) representing New Shares are to be issued as follows:

| Name on Certificate/DRS Advice | Number of New Shares |
|--------------------------------|----------------------|
|                                |                      |
|                                |                      |
|                                |                      |

(See instruction 4. Attach additional list if the space above is insufficient.)

**B. DELIVERY**

Mail or make available for delivery certificate(s) or DRS Advice(s) representing New Shares as follows:

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_

Province or State: \_\_\_\_\_

Country: \_\_\_\_\_

Postal Code or Zip Code: \_\_\_\_\_

Email: \_\_\_\_\_

Issue new Common Shares as     Certificate     DRS Advice

OR

Make available for pick-up at the office of National Securities Administrators Ltd., against a counter receipt, by:

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_

Province or State: \_\_\_\_\_

Country: \_\_\_\_\_

Postal Code or Zip Code: \_\_\_\_\_

Issue new Common Shares as  Certificate  DRS Advice

**C. ALTERNATIVE ISSUANCE INSTRUCTIONS**

**IMPORTANT: This box must be completed fully if the name in which any New Share is to be issued differs from the name of the registered holder appearing on the existing certificate(s).**

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_

Province or State: \_\_\_\_\_

Country: \_\_\_\_\_

Postal Code or Zip Code: \_\_\_\_\_

Issue new Common Shares as  Certificate  DRS Advice

**Signature Guaranteed**

by: \_\_\_\_\_

**IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED**

|                                |  |
|--------------------------------|--|
| <p><b>Dated:</b><br/>_____</p> | <p><b>Signature of Shareholder:</b><br/>_____</p> <p><b>Telephone:</b><br/>_____</p> |
|--------------------------------|--|

## INSTRUCTIONS

1. Pursuant to the amendment to the articles of the Company, each shareholder will receive one (1) New Share for every 15 Old Shares. No fractional New Shares will be issued as a result of the Consolidation. Instead, each fractional Share remaining after conversion that is less than one-half of a New Share will be cancelled and each fractional New Share that is at least one-half of a New Share will be changed to one whole New Share. Each shareholder will receive a whole number of New Shares.
2. It is strongly recommended that prior to completing this Letter of Transmittal, the Shareholder discuss any questions with its tax, legal and/or other professional advisers.
3. Each registered holder of Old Shares must deliver the Letter of Transmittal completed and signed, together with their certificate(s) to the Transfer Agent at the office of the Transfer Agent set out in Instruction 8 below. The method of delivery of the Old Share certificate(s) is at the option and risk of the holder of the Old Shares. It is recommended such documents be delivered by hand to the Transfer Agent and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Transfer Agent at the office set out below.
4. Each registered holder of Old 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) or DRS Advice representing New Shares will be mailed/mailed to the shareholder's address recorded on the books of the Transfer Agent.
5. If no change in the name of the registered holder appearing on the existing Old Share certificate(s) is desired but more than one new certificate or DRS Advice is to be issued in that name, a holder should also fill out Part A of this Letter of Transmittal. Any holder who does not fill out Part A will receive one New Share certificate or DRS Advice for each Old Share certificate delivered herewith. Unless otherwise instructed, a DRS Advice representing the New Shares will be issued. No charge will be made for one new replacement certificate or DRS Advice including the courier cost for the delivery of a certificate, but where more than one certificate is requested a charge of \$20.00 (plus GST) will be levied for each additional certificate.
6. A registered holder of Old Shares who wishes to have the certificate(s) or DRS Advice representing New 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 Old 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 Financial Industry Regulatory Authority or banks and trust companies in the United States.
7. Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by any agent, executor, administrator, trustee, curator, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by evidence of authority to act satisfactory to the Transfer Agent.
8. The Company reserves the right if it so elects in its absolute discretion to instruct the Transfer Agent to waive any defect or irregularity contained in any Letter of Transmittal received by it.

9. Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office of the Transfer Agent specified below. Please note delivery of this Letter of Transmittal to an address other than those set forth below does not constitute a valid delivery.

National Securities Administrators Ltd.  
702 - 777 Hornby Street  
Vancouver, BC, V6Z 1S4

Tel: 604-559-8880  
Fax: 604-559-8908  
Email: [admin@endeavortrust.com](mailto:admin@endeavortrust.com)

### **Lost Share Certificates**

If a share certificate has been lost or destroyed, the Letter of Transmittal should be completed as fully as possible and forwarded to the Transfer Agent at the address set out in Instruction 8 above, together with correspondence stating that the original certificate has been lost. The Transfer Agent will respond with the replacement requirements (which will include an affidavit from the person claiming the loss and/or bonding requirement) that must be properly completed and returned prior to effecting the exchange. Any questions should be directed to the Transfer Agent; telephone number 604-559-8880 or by e-mail to [admin@endeavortrust.com](mailto:admin@endeavortrust.com).

**Privacy Notice:** *National Securities Administrators Ltd. is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you - from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve you and our clients' needs and for other lawful purposes relating to our services. Some of your information may be transferred to servicers in the U.S.A. for data processing and/or storage. National Securities Administrators Ltd. will use the information you are providing in order to process your request and will treat your signature(s) as your consent to us so doing.*