

VEGANO FOODS INC.

LETTER OF TRANSMITTAL

TO: ENDEAVOR TRUST CORPORATION

The undersigned hereby represents and warrants that the undersigned is the owner of the number of common shares ("**pre-consolidated common shares**") of Vegano Foods Inc. ("**Vegano**") 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 (if available)	Number of Shares	Registered in the Name of

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

The above-listed share certificates are hereby surrendered in exchange for certificates representing consolidated common shares of Vegano ("**post-consolidated common shares**") on the basis of one (1) post-consolidated common share of Vegano for ten (10) pre-consolidated common shares of Vegano. Vegano will not issue any fractional common shares as a result of the consolidation. Instead, all fractional shares equal or greater to one-half resulting from the consolidation will be rounded to the next whole number. Otherwise, the fractional share will be cancelled.

The undersigned authorizes and directs Endeavor Trust Corporation to issue a DRS Advice for the post-consolidated common shares to which the undersigned is entitled as indicated below and to email or mail such DRS Advice to the address indicated 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 Vegano.

Name (please print)			
Address			
City	Province	Postal Code	
Telephone (Office)	(Home)	Social Insurance Number	Tax Identification Number
Email			
Issue post-consolidated common shares as <input type="checkbox"/> DRS Advice (default) <input type="checkbox"/> Certificate			

Date: _____

Signature of Shareholder

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Each shareholder holding share certificate(s) of Vegano must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to Endeavor Trust Corporation (“**Endeavor**”) at the office listed below. The method of delivery to Endeavor 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” or in some other manner satisfactory to Endeavor. 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) Vegano reserves the right if it so elects in its absolute discretion to instruct Endeavor to waive any defect or irregularity contained in any Letter of Transmittal received by it.
- (f) If any of the surrendered pre-consolidated common shares are registered in different names or different forms on several certificates (e.g. “John Doe” and “J. Doe”), it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of pre-consolidated common shares.
- (g) Unless otherwise instructed, a DRS Advice representing the post-consolidated common 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. Where more than one certificate is requested, a charge of \$20.00 (plus GST) will be levied for each additional certificate to the holder.

2. Lost Share Certificates

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to Endeavor together with a letter stating the loss. Endeavor 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.

3. Miscellaneous

Additional copies of the Letter of Transmittal may be obtained from Endeavor at the office listed below. Any questions should be directed to Endeavor at 604-559-8880 or by e-mail to admin@endeavortrust.com. Please note delivery of this Letter of Transmittal to an address other than those set forth below does not constitute a valid delivery.

**By Mail, Registered Mail,
Hand or Courier** 702 – 777 Hornby Street
Vancouver, BC V6Z 1S4
Attn: Corporate Actions

***Privacy Notice:** Endeavor 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 your 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.*

Endeavor 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.