

**THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED**

**LETTER OF TRANSMITTAL  
WITH RESPECT TO COMMON SHARES  
OF  
MCVICAR INDUSTRIES INC.**

This Letter of Transmittal is for use by holders (“**Shareholders**”) of common shares (“**Common Shares**”) of McVicar Industries Inc. (“**McVicar**”) in connection with the proposed amalgamation (the “**Amalgamation**”) involving McVicar and 1909734 Ontario Limited (“**Subco**”), a wholly-owned subsidiary of GC Consulting & Investment Corp. (“**GCCI**”) that is being submitted for approval at the special meeting of shareholders of McVicar to be held on April 29, 2014 (the “**Meeting**”). Shareholders of McVicar are referred to the Notice of Special Meeting and management information circular of McVicar (the “**Circular**”) dated March 21, 2014 that accompanies this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal that are defined in the Circular have the meanings ascribed thereto in the Circular.

The Amalgamation is anticipated to close as soon as practicable after the Meeting. On the Effective Date (as such term is defined in the Circular), Shareholders (other than Dissenting Shareholders, GCCI and related parties to GCCI) will be entitled to receive, in exchange for each Common Share held, one redeemable preferred share (an “**Amalco Preferred Share**”) of the amalgamated corporation (“**Amalco**”) which shall be redeemed by Amalco immediately following the Amalgamation for a redemption price of \$0.50 per Amalco Preferred Share (the “**Redemption Price**”). No share certificate representing Amalco Preferred Shares will be issued to Shareholders.

**This Letter of Transmittal is for use by registered Shareholders of McVicar only, for the purposes of receiving payment of the Redemption Price per Amalco Preferred Share to which they are entitled pursuant to the Amalgamation, and not to be used by non-registered Shareholders.** A non-registered Shareholder does not hold Common Shares in its name, rather such Common Shares are held through a broker, investment dealer bank, trust company or other nominee or clearing agency, such as CDS or DTC (each an “**Intermediary**”). Non-registered Shareholders should contact their Intermediary for any questions regarding this process and carefully follow the instruction from the Intermediary that holds the Common Shares on their behalf in order to receive payment of the Redemption Price for the Amalco Preferred Shares deposited for payment pursuant to the Amalgamation.

Please read the Circular and the instructions set out below before carefully completing this Letter of Transmittal. Delivery of this Letter of Transmittal to an address other than as set forth herein will not constitute a valid delivery. If Common Shares are registered in difference names, a separate Letter of Transmittal must be submitted for each different registered owner. See Instruction 2.

Any certificate which immediately before the Effective Date represented Common Shares and which has not been surrendered, together with all other documents required by Amalco, on or before the sixth anniversary of the Effective Date, will cease to represent any claim by or interest of any former Shareholder of any kind or nature against Amalco. Accordingly, persons who deposit certificates for Common Shares after the sixth anniversary of the Effective Date will not receive the Redemption Price for any Amalco Preferred Shares to which they were entitled pursuant to the Amalgamation.

Any payment made by way of cheque (or otherwise) by Amalco pursuant to the Amalgamation that has not been deposited or has been returned to Amalco or that otherwise remains unclaimed, in each case, on or before the sixth anniversary of the Effective Date, and any right or claim to payment under the Amalgamation that remains outstanding on the sixth anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature and the right of the former Shareholder to receive the Redemption Price for the Amalco Preferred Shares to which they are entitled to pursuant to the Amalgamation shall terminate and be deemed to be surrendered and forfeited to Amalco for no consideration.

**TO: MCVICAR INDUSTRIES INC., (“Amalco”)**

Upon the Amalgamation becoming effective, the undersigned deposits with Amalco the enclosed certificate(s) representing Common Shares described below (the “**Deposited Shares**”) details of which are as follows:

<b>Name in which Registered</b>	<b>Share Certificate Number (if applicable)</b>	<b>Number of Shares Represented by Certificate</b>
<b>TOTAL</b>		

Unless otherwise indicated, the total number of Shares evidenced by certificates delivered will be deemed to have been deposited. (Attach additional signed list in the above form, if necessary)

It is understood that, upon receipt of this Letter of Transmittal and of the certificate(s) representing the Common Shares deposited herewith (the “**Deposited Shares**”) and following the Effective Date of the Amalgamation, Amalco will deliver to the undersigned a cheque issued by Amalco representing the amount of cash the undersigned is entitled to receive, or hold such cheque for pick-up in accordance with the instructions set out below and the certificate(s) representing the Deposited Shares shall forthwith be cancelled.

The undersigned Shareholder represents and warrants in favour of McVicar, Subco and Amalco that: (i) the undersigned is, and will immediately prior to the Effective Date be, the registered holder of the Deposited Shares; (ii) such Deposited Shares are, and will be immediately prior to the Effective Date be, owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims, (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assigned, transfer and deliver the Deposited Shares; (iv) the Deposited Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Shares to any other person, (v) the surrender of the Deposited Shares complies with applicable laws; and (vi) all information inserted by the undersigned into this Letter of Transmittal is accurate. These representations and warranties shall survive the completion of the Amalgamation.

Except for any proxy deposited with respect to the vote on the special resolution of shareholders of McVicar approving the Amalgamation at the Meeting, the undersigned 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 Shares. No subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Shares.

The undersigned hereby acknowledges that the delivery of the Deposited Shares shall be effected and the risk of loss and title to such Deposited Shares shall pass only upon proper receipt thereof by the Depository. The undersigned will, upon request, execute any signature guarantees or additional documents deemed by Amalco to be reasonably necessary or desirable to complete the transfer of the Deposited Shares.

Following the completion of the Amalgamation, the undersigned instructs Amalco to mail the cheque representing payment for the Amalco Preferred Shares to which it is entitled pursuant to the Amalgamation promptly after the Effective Date, by first-class mail, to the undersigned, to hold such cheque for pickup, in accordance with the instructions given below.

If the Amalgamation is not completed or proceeded with, the enclosed certificate(s) and all other ancillary documents will be returned forthwith to the undersigned in accordance with the delivery or pick-up instructions in either Box “B” or Box “C”, or failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of McVicar and all covenants and representations hereunder given by the holder shall be deemed terminated.

It is understood that the undersigned will not receive payment in respect of the Amalco Preferred Shares to which it is entitled pursuant to the Amalgamation until the Amalgamation is consummated, the Amalco Preferred Shares are redeemable by Amalco and the certificate(s) representing the Deposited Shares, if applicable, owned by the undersigned are received by Amalco at one of the addresses set forth on the last page of this Letter of Transmittal, together with such additional documents as Amalco may require, and are processed for payment by Amalco. It is further understood that no interest will accrue on the Redemption Price payable for the Amalco Preferred Shares. The undersigned further represents and warrants that the payment of the Redemption Price in respect of the Amalco Preferred Shares to which it is entitled pursuant to the Amalgamation will completely discharge any obligations of Amalco and Amalco with respect to the matters contemplated by this Letter of Transmittal.

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 Offer as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l’usage d’une version anglaise de la présente lettre d’envoi par le soussigné, ce dernier et les destinataires sont réputés avoir demandé que tout contrat attesté par l’offre, telle qu’elle est acceptée au moyen de cette lettre d’envoi, de même que tous les documents qui s’y rapportent, soient rédigés exclusivement en anglaise.*

<b>BLOCK A</b> (See Instructions 3 and 4)
ISSUE CHEQUE IN NAME OF : (please print or type)
_____ (Name)
_____ (Street Address and Number)
_____ (City and Province or State)
_____ (Country and Postal (Zip) Code)
_____ (Tax Identification, Social Insurance or Social Security No.)

<b>BLOCK B</b> (See Instructions 3 and 4)
SEND CHEQUE (UNLESS BLOCK C IS CHECKED) TO : (please print or type)
_____ (Name)
_____ (Street Address and Number)
_____ (City and Province or State)
_____ (Country and Postal (Zip) Code)
_____

<b>BLOCK C</b> <input type="checkbox"/> HOLD CHEQUE(S) FOR PICK UP AGAINST COUNTER RECEIPT AT THE OFFICE OF AMALCO WHERE THIS LETTER OF TRANSMITTAL IS DEPOSITED
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<b>BLOCK D</b> <b>Indicate whether or not you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder</b>
<input type="checkbox"/> The owner signing below represents that it is not a U.S. Shareholder and is not acting on behalf of a U.S. Shareholder.
<input type="checkbox"/> The owner signing below is a U.S. Shareholder or is acting on behalf of a U.S. Shareholder.
<p>A U.S. Shareholder is any Shareholder that is either (A) providing an address in Block "A" or Block "B", if applicable, that is located within the United States or any territory or possession thereof, or (B) a U.S. person for United States federal income tax purposes.</p> <p>If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder, then, in order to avoid backup withholding, you must generally complete a Form W-9 included below or otherwise provide certification that you are exempt from backup withholding, as provided in the instructions. If you are a U.S. Shareholder but you are not a U.S. person for United States federal income tax purposes, then you must complete the appropriate Internal Revenue Service Form W-8 to avoid backup withholding. If you require a Form W-8 or Form W-0, please contact Amalco. Such forms are also available on the Internal Revenue Service website at <a href="http://www.irs.gov">www.irs.gov</a>.</p>

Signature guaranteed by  
(if required under Instruction 4):

\_\_\_\_\_  
Authorized Signature of Guarantor

\_\_\_\_\_  
Name of Guarantor (please print or type)

\_\_\_\_\_  
Address (please print or type)

\_\_\_\_\_

\_\_\_\_\_

***Additional Signatures for Joint Shareholders  
(if required)***

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of holder of Common Shares or Authorized Representative-  
See Instruction 4)

\_\_\_\_\_  
Name of Shareholder (please print or type)

\_\_\_\_\_  
Name of Authorized Representative, if applicable  
(please print or type)

\_\_\_\_\_  
Telephone (Work)

\_\_\_\_\_  
Telephone (Home)

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder or Authorized Representative (see Instructions 3, 4  
and 5)

\_\_\_\_\_  
Name of Shareholder or Authorized Representative  
(please print or type)

\_\_\_\_\_  
Name of Authorized Representative, if applicable  
(please print or type)

\_\_\_\_\_  
Telephone (Work)

\_\_\_\_\_  
Telephone (Home)

## INSTRUCTIONS

### 1. Use of Letter of Transmittal

The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing Common Deposited Shares is at the option and risk of the holder, and delivery will be deemed effective only when such documents are actually received by Amalco at its office specified on the back page hereof. McVicar recommends that the necessary documentation be hand delivered to Amalco, at its office specified on the back page hereof, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. **Shareholders whose Shares are registered in the name of a stockbroker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Shares.**

### 2. Signatures

This Letter of Transmittal must be filled in and signed by the registered Shareholders described above or by such holder's duly authorized representative (in accordance with Instruction 4).

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate, such signature(s) on this Letter of Transmittal must correspond exactly with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and any such certificate(s) need not be endorsed. If such deposited certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s):
  - (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
  - (ii) the signature(s) on such endorsement or share transfer power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 3 below.

### 3. Guarantee of Signatures

If this Letter of Transmittal is executed by a person other than the registered owner(s) of the Deposited Shares, if the cheque is to be issued to a person other than such registered owner(s) (see Block A) such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to Amalco (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian Schedule I chartered bank, a commercial bank or trust company in the United States, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchange 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/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 the United States.

### 4. Fiduciaries, Representatives and Authorizations

Where this Letter of Transmittal is executed by a person acting as an executor, administrator, trustee or guardian or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, such person should so indicate when signing and this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. McVicar or Amalco, in their discretion, may require additional evidence of authority or additional documentation.

### 5. Miscellaneous

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Deposited Shares, additional certificate numbers and numbers of Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Shares are registered in different forms (e.g. "John Doe" and "J. Doe") a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be acceptable.
- (d) The Amalgamation and any agreement in connection with the Amalgamation will be construed in accordance with and governed by the laws of the Province of Ontario and the laws of Canada applicable therein.
- (e) Additional copies of the Circular and this Letter of Transmittal may be obtained from Amalco at the address listed on the back page hereof.
- (f) Deposits of Shares will not be accepted from or on behalf of Shareholders in any jurisdiction outside of Canada in which the acceptance of the Offer would not be in compliance with the laws of that jurisdiction.

### 6. Lost Certificates

If a share certificate has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to Amalco. Amalco will provide replacement instructions.

### 7. Privacy Notice

Amalco is committed to protecting personal information received from its clients. In the course of providing services to its clients, Amalco receives certain non-public personal information. This information could include an individual's name, address, social insurance number, securities holdings and other financial information. Amalco uses this information for lawful purposes relating to its services. Amalco has prepared a Privacy Code relating to information practices and privacy protection. It is available at [www.equityfinancialtrust.com](http://www.equityfinancialtrust.com), or by writing Amalco at the address indicated on the back page hereof. Amalco will use the information provided on this form in order to process the undersigned Shareholder's request and will treat the Shareholder's signature(s) on this form as such Shareholder's consent to the above.

**MCVICAR INDUSTRIES INC.**

**By Registered Mail, Mail, Hand or Courier**

**Toronto**

11 Progress Ave.

Unit 25

Toronto, Ontario

M1P 4S7

**Attention: Corporate Actions**

**Inquiries**

Telephone: 416-366-7420

Facsimile: 416-298-0244

E-Mail: [info@mcvicar.ca](mailto:info@mcvicar.ca)

**Any questions and requests for assistance or additional copies of the Offer and Circular and the Letter of Transmittal may be directed to Amalco at the telephone numbers and location set out above. Shareholders may also contact their broker, dealer, commercial bank, trust company, lawyer or professional advisor for assistance concerning the Amalgamation.**