

IN ORDER FOR SHAREHOLDERS TO RECEIVE THEIR WSP GLOBAL SHARES (AS DEFINED HEREIN) ON A TIMELY BASIS AFTER THE COMPLETION OF THE ARRANGEMENT, THIS LETTER OF TRANSMITTAL MUST BE VALIDLY COMPLETED, DULY EXECUTED AND RETURNED TO THE DEPOSITARY, CIBC MELLON TRUST COMPANY ON A TIMELY BASIS AND BY NO LATER THAN TEN (10) DAYS PRIOR TO THE EFFECTIVE DATE (AS DEFINED HEREIN). IT IS IMPORTANT THAT THE SHAREHOLDERS (AS DEFINED HEREIN) PROPERLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN AND IN THE MANAGEMENT PROXY CIRCULAR OF THE COMPANY DATED APRIL 24, 2013.

PLEASE CAREFULLY READ THE CIRCULAR AND THE INSTRUCTIONS SET OUT BELOW BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.

LETTER OF TRANSMITTAL

FOR SHAREHOLDERS OF GENIVAR INC.

TO: GENIVAR INC. (THE "**COMPANY**")

AND TO: CIBC MELLON TRUST COMPANY, AS DEPOSITARY (THE "**DEPOSITARY**")

This Letter of Transmittal is for use by holders ("**Shareholders**") of the common shares of the Company (the "**Shares**") in connection with the proposed arrangement (the "**Arrangement** ") under the provisions of Section 192 of the *Canada Business Corporations Act* on the terms and conditions set forth in a plan of arrangement (the "**Plan of Arrangement**"), the full text of which is attached to the Company's management proxy circular dated April 24, 2013 (the "**Circular**"). Capitalized terms used, but not otherwise defined in this Letter of Transmittal, shall have the meanings given to them in the Circular.

As part of the Arrangement, the Company will be reorganized into a global company structure to be named "WSP Global Inc." ("**WSP Global**"), and the Shareholders will become the sole shareholders of WSP Global which in turn will own all of the Shares. Pursuant to the Arrangement, the Shareholders will transfer their Shares in consideration for shares of WSP Global (the "**WSP Global Shares**") on the basis of one WSP Global Share for each Share so transferred.

The Company expects the Arrangement to become effective January 1, 2014. The Board however retains discretion to implement the Arrangement any time after the Final Order has been obtained (the "**Effective Date**"), provided that if the Board of Directors decides to implement the Arrangement at any time other than January 1, 2014, the Company will issue a press release announcing the proposed Effective Date at least 30 days prior to such Effective Date.

This Letter of Transmittal must be received by the Depositary by no later than ten (10) days prior to the Effective Date in order for Shareholders to receive the WSP Global Shares on a timely basis after the completion of the Arrangement.

U.S. Shareholders must also complete the accompanying *Substitute Form W-9* included herein. A "**U.S. Shareholder**" is any holder of Shares that is either (A) providing an address located within the United States or any territory or possession thereof or (B) a U.S. person for U.S. federal income tax purposes.

The undersigned hereby represents and warrants that the undersigned is the owner of the number of 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

The above-listed Share certificates are hereby surrendered in exchange for certificates representing common shares of WSP Global on the basis of one (1) share of WSP Global for one (1) Share of the Company. Where the exchange results in a fractional share, the number of common shares will be rounded to the nearest whole common share.

The undersigned authorizes and directs the Depositary to issue the certificates for WSP Global to which the undersigned is entitled as indicated below and to mail such certificates to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as the same appears on the share register maintained by the Company.

Name (Please Print)		
Address		
City	Province	Postal Code
Telephone (Business Hours)	Social Insurance Number	

Dated: _____

Signature of Shareholder

AUTHORIZATION

I, the undersigned, hereby:

1. represent and warrant that the undersigned is the legal owner of the above listed Shares and has good title to the rights represented by the above mentioned certificates, free and clear of all liens, charges, encumbrances, claims and equities, together with all rights and benefits, and has full power and authority to deliver such certificates;
2. represent and warrant that the Shares listed above represent all of the Shares owned by the undersigned;
3. represent and warrant that the information provided herein is true, accurate and complete as of the date hereof;
4. direct the Depositary to issue or cause to be issued the WSP Global Shares in exchange for Shares to which the undersigned is entitled on completion of the Arrangement in the name and to the address as indicated above;
5. covenant and agree to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing Shares for certificate(s) representing WSP Global Shares;
6. acknowledge and agree that the benefit of any and all agreements (including any share purchase agreement, non-competition agreement or any other agreement) between the undersigned and the Company and its subsidiaries and affiliates may be assumed by, assigned to and benefit to WSP Global after the completion of the Arrangement;
7. acknowledge that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned; and
8. by virtue of the execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Shares deposited pursuant to the Arrangement will be determined by WSP Global in its sole discretion and that such determination shall be final and binding and acknowledge that there shall be no duty or obligation on the Depositary or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice.

INFORMATION REGARDING SHAREHOLDERS' RIGHTS

Declaration of Dividends

Any dividends that may be declared and paid by the Company, after the delivery of this Letter of Transmittal but prior to the Effective Time under the Arrangement, shall be payable to the Shareholders in accordance with the Plan of Arrangement.

All dividends, if any, made with respect to any WSP Global Shares allotted and issued pursuant to the Arrangement, but for which a duly completed Letter of Transmittal together with all required documents has not been received by the Depositary and a certificate has not been issued, shall be held by the Depositary, in trust, for the registered holder thereof without interest. Subject to the Plan of Arrangement, the Depositary shall pay and deliver to any such registered holder, as soon as reasonably practicable after application therefore is made by the registered holder to the Depositary in such form as the Depositary may reasonably require, such dividends to which such holder is entitled (including any additional WSP Global Shares purchased pursuant to the WSP Global DRIP, if applicable), net of applicable withholding and other taxes, upon delivery of the certificate representing WSP Global Shares issued to such holder in accordance with the Plan of Arrangement.

Extinguishment of Rights

Notwithstanding the foregoing, the Arrangement provides that each certificate formerly representing Shares that is not deposited with all other documents as required pursuant to the Plan of Arrangement on or prior to the sixth anniversary of the Effective Date shall cease to represent a right or claim of any kind or nature, including the right of the holder to receive WSP Global Shares or any dividends which may have been declared thereon (including any additional WSP Global Shares purchased pursuant to the WSP Global DRIP, if applicable).

On such anniversary date, all certificates representing Shares and certificate to which such former holder was entitled, together with any entitlements to dividends, distributions and interest thereon, shall deemed to have been donated and forfeited to WSP Global.

SHAREHOLDER SIGNATURE

By executing this letter of transmittal, I confirm that the information included herein is true, accurate and complete.

Dated this ____ day of _____, 2013.

Signature of Shareholder or Authorized
Representative (see Instruction 1 "*Use
of Letter of Transmittal*")

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Each shareholder holding Share certificate(s) of the Company must send or deliver this Letter of Transmittal duly completed and signed together with the Share certificate(s) described herein to CIBC Mellon Trust Company (the “Trust Company”) at the office listed below.
- (b) The method of delivery to CIBC Mellon Trust Company is at the option and risk of the shareholder, but if mail is used, registered mail is recommended.
- (c) Share certificate(s) registered in the name of the person by whom (or on whose behalf) this Letter of Transmittal is signed need not be endorsed or accompanied by a share transfer power of attorney other than the Letter of Transmittal itself.
- (d) Share certificate(s) not so registered must be endorsed by the registered holder thereof or be accompanied by a share transfer power of attorney duly and properly completed by the registered holder, with the signature medallion guaranteed in either case by an Eligible Institution. The signature of the registered holder must correspond in every respect with the name of the registered holder appearing on the face of the Share certificate(s).
- (e) 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.
- (f) The Company reserves the right if it so elects in its absolute discretion to instruct the Trust Company to waive any defect or irregularity contained in any Letter of Transmittal received by it.

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 CIBC Mellon Trust Company together with a letter stating the loss. CIBC Mellon Trust Company will contact you to advise of the replacement requirements.

3. Miscellaneous

- (a) Additional copies of the Letter of Transmittal may be obtained from CIBC Mellon Trust Company at the office listed below.
- (b) Any questions should be directed to CIBC Mellon Trust Company at 1-800-387-0825 or (416) 682-3860 in the Toronto area or by sending an e-mail to inquiries@canstockta.com.

4. Office of CIBC Mellon Trust Company

By Mail: P.O. Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4

Attention: Corporate Actions

By Hand or Courier 320 Bay Street
Basement Level (B1)
Toronto, Ontario
M5H 4A6

Attention: Corporate Actions

