

TRANSMITTAL LETTER

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Return this form with your original stock certificate in the enclosed envelope to:

Action Stock Transfer
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Attention: Justeene Blankenship

DO NOT MAIL THIS FORM TO APPIPHANY TECHNOLOGIES HOLDINGS CORP.

DIRECT ANY QUESTIONS TO ACTION STOCK TRANSFER
action@actionstocktransfer.com

Please carefully review the instructions before completing this Letter of Transmittal. Action Stock Transfer can assist you if needed in completing this letter of transmittal.

This Letter of Transmittal is for use of holders of common shares of APPIPHANY TECHNOLOGIES HOLDINGS CORP. (the "Company") in connection with the reverse stock split of the common shares ("Reverse Split") as more fully described in the steps listed below:

- (a) Effective Tuesday, at 5:00 PM EST May 22, 2020 the shares of common stock and preferred stock of the Company were subject to a reverse stock split on a 100 for 1 basis effectuated by the filing of an Amended and Restated Articles of Incorporation with the Nevada Secretary of State;
- (b) Stockholders holding fewer than 100 shares of the Company's common stock immediately prior to the effective time of the Reverse Split will no longer own such shares after the Reverse Split and instead will be entitled to receive a cash payment from the Company of \$ 0.10 for each such share, without interest.
- (c) All stockholders of the Company, other than stockholders holding fewer than 100 shares of Company common stock or preferred stock immediately prior to the effective time of the Reverse Split, will hold after the Reverse Split a number of shares of the Company's common stock equal to 1/100th of the number of shares of Company's common stock or preferred stock held prior to the Reverse Split. Shareholders will not receive fractional shares and all fractional shares will be rounded either up or down to the nearest whole share.

The records of the Company show that you are a holder of common shares of the Company. By completing this Letter of Transmittal, you hereby represent and warrant that you are the owner of the number of common shares of the Company which are represented by the share certificate(s), described below and delivered herewith and have full power and authority to herewith deposit such shares. You hereby surrender the shares under the certificates listed below:

1. About You and Your Shares—Indicate Address Change as Necessary Below

Mailing Address: _____

Street: _____

City State ZIP: _____

Email address: _____

Total Number of Certificated Shares Enclosed: _____

Number of Shares	Certificate Number

2. The undersigned hereby makes the following representations and authorizes and directs Action Stock Transfer or the Company to do the following (check one):

The undersigned owned more than 100 shares prior to the Reverse Split and hereby authorizes Action Stock Transfer to issue a certificate for new common shares to which the undersigned may be entitled as indicated below and by mailing same to the address of Action Stock Transfer listed above. Fractional shares will be rounded to the nearest whole.

The undersigned owned less than 100 shares prior to the Reverse Split and hereby requests that the Company deliver a cash payment in the amount of \$_____per pre-Reverse Split share in full redemption of the common shares held by the undersigned.

3. Required Signatures—All shareholders must sign below exactly as shown on your stock certificates that you are tendering to the Transfer Agent.

X _____
Signature of Shareholder Date

X _____
Signature of Shareholder Date

(_____) _____--_____
Daytime Phone Number, including Area Code

4. Lost, Missing or Destroyed Certificate(s)

To replace any lost, missing or destroyed certificates, please contact Action Stock Transfer, the transfer agent for the Company common stock, immediately at action@actionstocktransfer.com. Replacement of any lost, missing or destroyed certificates may require you to provide a bond, indemnity, or other reasonable assurances required by Action Stock Transfer.

5. Special Delivery Instructions

Share certificates or payments in redemption of shares will be mailed to the person and address shown in Section 1 (or the person and address in Section 5, if completed) unless you indicate a different address below:

ADDRESS _____

CITY STATE ZIP _____

INSTRUCTIONS FOR COMPLETING THE TRANSMITTAL LETTER

All shareholders in possession of shares of Appiphany Technologies Holdings Corp. (the “Company”) must surrender their original stock certificates to Action Stock Transfer (the “**Exchange Agent**”) in order to receive the new stock certificates evidencing the 100:1 reverse stock split or, with respect to those shareholders holding less than one hundred (100) shares prior to the Reverse Split, a cash payment in full redemption of their shares (“Cash Out Payment”).

Until Appiphany Technologies Holdings Corp. stock certificates are received by the Exchange Agent at the address set forth in the Transmittal Letter, together with such documents as the Exchange Agent may require, and until such documents are processed for exchange by the Exchange Agent, the holder of such Appiphany Technologies Holdings Corp. stock certificates shall not be entitled to receive the new certificate(s) evidencing the reverse stock split or the Cash Out Payment .

If your Appiphany Technologies Holdings Corp. stock certificates are lost, stolen or destroyed, please refer to Instruction 9 below. The reverse stock split is subject to the terms, conditions and limitations described in the Definitive Schedule 14c Information Statement mailed to shareholders on or about January 31, 2020.

YOUR STOCK CERTIFICATES MUST BE RETURNED WITH THE TRANSMITTAL LETTER FOR YOUR EXCHANGE TO BE VALID.

Instruction 1- Exchange Deadline

To make a valid exchange and have the Company pay for all costs associated with the exchange you must deliver this Transmittal Letter, properly completed, and your Appiphany Technologies Holdings Corp. stock certificates to the Exchange Agent at the address shown on the Transmittal Letter as soon as possible and preferably before June 14, 2020. Shareholders will be responsible for any costs associated with the exchange if they tender their shares to the Transfer Agent after June 14 2020. Please do this in a timely manner to ensure prompt distribution of certificates. The Exchange Agent will have reasonable discretion to determine whether any Transmittal Letter is received on a timely basis and whether a Transmittal Letter has been properly completed. Any such determinations are conclusive and binding. **Failure to return a Transmittal Letter and surrender stock certificates may result in the shareholder being responsible for any costs associated with the exchange of his old certificate for a new one showing the reverse stock split.**

Instruction 2- Signatures on Transmittal Letter, Stock Powers and Endorsements

- (a) All signatures must correspond exactly with the name written on the face of the stock certificate without alteration, variation or any change whatsoever.
- (b) If the stock certificates surrendered are held of record by two or more joint owners, all such owners must sign the Transmittal Letter.
- (c) If any surrendered Appiphany Technologies Holdings Corp. shares are registered in different names on several stock certificates, it will be necessary to complete, sign and submit as many separate Transmittal Letters as there are different registrations of stock certificates.
- (d) If this Transmittal Letter is signed by a person(s) other than the record holder(s) of the Appiphany Technologies Holdings Corp. stock certificates delivered (other than as set forth in paragraph (e) below), such certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the record holder(s) appears on such certificate.
- (e) If this Transmittal Letter is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity and such person is not the record holder of the accompanying Appiphany Technologies Holdings Corp. stock certificates, he or she must indicate the capacity when signing and must submit proper evidence of his or her authority to act.

Instruction 3- Signature Guarantees Usually Not Required

Signatures on the Transmittal Letter need not be guaranteed unless you intend to place the certificate in a different name than is on the certificate. In such event, signatures on this Transmittal Letter must be guaranteed by an officer of a commercial bank, trust company, credit union or savings & loan. Public Notaries cannot execute acceptable guarantees of signatures and the signature of a Notary Public is not acceptable for this purpose. You must also contact the Transfer Agent on anything else they would require from you to transfer your certificate.

The following are frequently requested types of registration changes. If your circumstances differ from those listed below, or if you have any other questions, please contact Action Stock Transfer at jb@actionstocktransfer.com.

Name change due to marriage or transfer of ownership to another individual:

1. Obtain a signature guarantee for the shareholder whose name is printed on the Transmittal Letter. If it is a joint account, both owners must sign and have their signatures guaranteed. Each signature must be guaranteed. (See Instruction 3 for information on Signature Guarantees).

Shareholder whose name is printed on the Transmittal Letter is deceased. You are the executor or administrator of the estate:

1. Provide a certified (under raised seal) copy of the Court Qualification appointing the legal representative (dated within 60 days).
2. Provide a certified (under raised seal) copy of death certificate.
3. Obtain a signature guarantee for the legal representative. (See Instruction 3 for information on Signature Guarantees).
4. Contact Transfer Agent for any other Instructions.

The account is a joint account and one of the account holders is deceased. Transferring shares to the survivor only:

1. Provide a certified (under raised seal) copy of death certificate.
2. Provide survivor's signature (signature guarantee is not necessary in this case).

The account is a joint account and one of the account holders is deceased. Transferring shares to the survivor and adding a name:

1. Provide a certified (under raised seal) copy of death certificate.
2. Survivor must obtain a signature guarantee. (See Instruction 3 for information on Signature Guarantees.)
3. Contact Transfer Agent for any other Instructions.

The account is a custodial account and the former minor has reached the legal age of majority:

1. The former minor must obtain a signature guarantee. (See Instruction 3 for information on Signature Guarantees.)
2. Provide a certified (under raised seal) copy of the birth certificate for the former minor.
3. Contact Transfer Agent for any other Instructions.

If the request is being made by the minor who has now reached the age of majority:

1. The former minor must obtain a signature guarantee. (See Instruction 6 for information on Signature Guarantees.)
2. Contact Transfer Agent for any other Instructions.

You want to have the account registered in the name of a trust:

1. Obtain a signature guarantee for the shareholder whose name is printed on the Transmittal Letter. If it is a joint account, both owners must sign and have their signatures guaranteed. (See Instruction 3 for information on Signature Guarantees.)
2. Provide a copy of the first and last pages of the trust agreement.
3. Contact Transfer Agent for any other Instructions.

Instruction 4- Special Delivery Instructions

Complete Box 5 only if you want the Appiphany Technologies Holdings Corp. share certificate from the surrender of your shares to be delivered to an address other than the one printed in Box 1 entitled "About You and Your Shares". Note: Your address of record will not be affected by completing this section.

Instruction 5- Delivery of Transmittal Letter and Stock Certificates

This Transmittal Letter properly completed and duly executed, together with the certificate(s) representing the Appiphany Technologies Holdings Corp. shares, should be delivered to the Exchange Agent at the address set forth on the front of the Transmittal Letter. The method of delivery of the Appiphany Technologies Holdings Corp. stock certificates and all other required documents is at the election and risk of the holder of such Appiphany Technologies Holdings Corp. shares; however, if such certificates are sent by mail, it is recommended that they be sent by registered mail, appropriately insured, with return receipt requested. Insert in the box at the top of the Transmittal Letter the certificate number(s) of the Appiphany Technologies Holdings Corp. common stock certificate(s) which you are surrendering and the number of shares represented by each certificate. If the space provided is insufficient, attach a separate sheet listing this information.

Instruction 6- Validity of Surrender; Irregularities

All questions as to validity, form and eligibility of any surrendered certificates will be determined, in its sole discretion, by Appiphany Technologies Holdings Corp. (which may delegate the power to so determine in whole or in part to the Exchange Agent), and such determination shall be final and binding. Appiphany Technologies Holdings Corp. reserves the right to waive any irregularities or defects in the surrender of any certificate(s) and its interpretation of the terms and conditions of the Transmittal Letter or any other documents delivered therewith with respect to such irregularities or defects shall be final and binding. Surrender will not be deemed to have been validly made until all irregularities and defects have been cured or waived.

Instruction 7- Lost, Stolen, or Destroyed Certificates

If your Appiphany Technologies Holdings Corp. stock certificate(s) are lost, stolen or destroyed, please contact Action Stock Transfer at jb@actionstocktransfer.com immediately for instructions on how to proceed.

Instruction 8- Holders Who Are Nominees, Trustees or Other Representatives

Each holder of record of Appiphany Technologies Holdings Corp. shares is entitled to make an election and submit a Transmittal Letter covering all Appiphany Technologies Holdings Corp. shares actually held of record by such holder. Nominee record holders, which include brokers, trustees or any other person that holds Appiphany Technologies Holdings Corp. shares in any capacity whatsoever on behalf of more than one person or entity, are entitled to make an election for such nominee record holders as well as an election on behalf of each beneficial owner of Appiphany Technologies Holdings Corp. shares held through such nominee record holders, but such elections must be made on one Election Form. Beneficial owners who are not record holders are not entitled to submit Election Forms. Persons submitting a Transmittal Letter on behalf of a registered stockholder as trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or acting in another fiduciary or representative capacity should refer to above.

Instruction 9- Miscellaneous

Neither Appiphany Technologies Holdings Corp. nor the Exchange Agent is under any duty to give notification of defects in any Transmittal Letter. Appiphany Technologies Holdings Corp. and the Exchange Agent shall not incur any liability for failure to give such notification, and Appiphany Technologies Holdings Corp. and the Exchange Agent has the absolute right to reject any and all Transmittal Letters not in proper form or to waive any irregularities in any Transmittal Letter.

Instruction 10- Information and Additional Copies

Additional copies of this document may be obtained by contacting Action Stock Transfer at action@actionstocktransfer.com. All inquiries with respect to the completion of the Transmittal Letter or the surrender of Appiphany Technologies Holdings Corp. stock certificates should be e-mailed directly to Action Stock Transfer action@actionstocktransfer.com.