

**LETTER OF TRANSMITTAL  
FOR REGISTERED HOLDERS OF COMMON SHARES OF AXCAP VENTURES INC.**

**For use in connection with a share consolidation**

Reference is made to the proposed plan of arrangement (the “**Arrangement**”) between Axcap Ventures Inc. (“**Axcap**”) and Taura Gold Inc. (“**Taura**”), to be completed under an arrangement agreement dated September 8, 2025, pursuant to which, among other things, Axcap will acquire all of the issued and outstanding common shares of Taura. In connection with the completion of the Arrangement, Axcap intends to complete a consolidation (the “**Consolidation**”) of the issued and outstanding common shares of Axcap (the “**Axcap Shares**”) on the basis of one (1) New Axcap Share (as defined below) for every ten (10) pre-Consolidation Axcap Shares. As used herein, “**New Axcap Shares**” means the common shares in the capital of Axcap, as constituted upon completion of the Arrangement, the Consolidation and the change in its corporate name to “Roxmore Resources Inc.” (the “**Name Change**”), subject to regulatory approval.

This letter of transmittal (the “**Letter of Transmittal**”) is for use by registered holders (“**Axcap Shareholders**”) of Axcap Shares for the purpose of the Consolidation referenced in the Notice of Annual General and Special Meeting Information Circular (the “**Circular**”) of Axcap dated October 15, 2025, prepared in connection with the annual and special meeting of Axcap Shareholders to be held on November 14, 2025, or any adjournment(s) or postponement(s) thereof (the “**Meeting**”). A copy of the Circular is available under Axcap’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Capitalized terms used but not otherwise defined herein have the respective meanings ascribed thereto in the Circular. **You are encouraged to carefully review the Circular in its entirety.**

If the resolution concerning the Consolidation is approved by the Axcap Shareholders, Axcap intends to promptly make the necessary filings to give effect to the Consolidation and the Name Change.

In order to receive the New Axcap Shares to which an Axcap Shareholder is entitled upon completion of the Consolidation, each Axcap Shareholder must forward, by personal delivery or by registered mail, a properly completed Letter of Transmittal accompanied by the share certificate(s) representing their existing Axcap Shares, if applicable, to Odyssey Trust Company (“**Odyssey**”).

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that Axcap Shareholders may be required to provide with this Letter of Transmittal. Axcap Shareholders may, upon request, be required to execute any additional documents deemed by Odyssey or Axcap, at their discretion, to be reasonably necessary or desirable to complete the deposit and cancellation of their existing Axcap Shares in exchange for the applicable New Axcap Shares. It is recommended that Axcap Shareholders complete, sign and return the Letter of Transmittal, with any accompanying certificate(s) representing their existing Axcap Shares, if applicable, to Odyssey as soon as practicable following receipt of such Letter of Transmittal.

Until surrendered, each certificate which immediately prior to the effective time of the Consolidation represented pre-Consolidation Axcap Shares will be deemed, at any time after the effective time of the Consolidation, to represent the number of whole New Axcap Shares to which such Axcap Shareholder is entitled as a result of the Consolidation.

**This Letter of Transmittal is for use by registered Axcap Shareholders only and is not to be used by beneficial (non-registered) holders of Axcap Shares (“Beneficial Holders”). Beneficial Holders do not have Axcap Shares registered in their name, but hold their Axcap Shares through an intermediary, which include, among others, banks, trust companies, securities dealers, brokers or financial advisors. If you are a Beneficial Shareholder, you should contact your Intermediary for instructions and assistance in depositing your Axcap Shares.**

No fractional New Axcap Shares will be issued, and no cash consideration will be paid in lieu thereof, in connection with the Consolidation. If, as a result of the Consolidation, an Axcap Shareholder would otherwise become entitled to a fractional New Axcap Share, such fraction, if less than 0.5 of a share will be rounded down to the nearest whole number and each Axcap Shareholder who would otherwise have been entitled to receive a fractional New Axcap Share will have no further interest in Axcap with respect to its fractional New Axcap Shares.

**AXCAP VENTURES INC.  
LETTER OF TRANSMITTAL**

**TO: ODYSSEY TRUST COMPANY**

The undersigned hereby represents and warrants that the undersigned is the owner of the number of common shares (“**Common Shares**”) of Axcap Ventures Inc. (“**Axcap**”), which shares are represented by the certificate(s) described below and delivered herewith, and the undersigned has good title to the shares represented below, free and clear of all liens, charges and encumbrances, and has full power and authority to herewith deposit such shares.

Certificate Number(s)	Number of Shares	Registered in the Name of

The above-listed shares are hereby surrendered in exchange for post-consolidated common shares in the capital of Axcap (as constituted following the change of its corporate name to “Roxmore Resources Inc.”) (“**Post-Consolidated Common Shares**”), on the basis of ten (10) pre-consolidation Common Shares for one (1) Post-Consolidated Common Share. Axcap will not issue any fractional Post-Consolidated Common Shares as a result of the consolidation. If, as a result of the consolidation, a shareholder would receive a fractional Post-Consolidated Common Share that is less than 0.5 of a share, such fractional Post-Consolidated Common Share will be rounded down and cancelled without any payment or compensation to the shareholder therefor. For further details with respect to the consolidation and name change of Axcap, please refer to the information circular of Axcap dated October 15, 2025 available on Axcap’s issuer profile on SEDAR+, accessible at [www.sedarplus.ca](http://www.sedarplus.ca).

The undersigned authorizes and directs Odyssey Trust Company to issue a Direct Registration System (“**DRS**”) statement for Axcap shares to which the undersigned is entitled as indicated below and to e-mail such advice to the e-mail 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 Odyssey Trust Company. In the event that a DRS statement is not available, a physical share certificate will be issued and mailed to the address indicated below.

To be registered in the name of <b>(please print)</b>		
Name of authorized representative <b>(if applicable)</b>		
Address		
City	Province / State	Postal Code / Zip Code
Telephone	E-mail (*)	SIN / TIN

\* By providing an email address, the undersigned consents to electronic delivery by the Transfer Agent.

**Please issue a physical share certificate instead of a DRS statement**

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder(s) or Authorized Representative  
*(See additional requirement for authorized representative under instruction 1d)*

**SIGNATURE GUARANTEE**  
*(if required under Instruction 1c):*

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Guarantor

\_\_\_\_\_  
Address / Telephone

## INSTRUCTIONS FOR COMPLETING THE LETTER OF TRANSMITTAL

### 1. Use of Letter of Transmittal

- a) Each shareholder holding share certificates of Axcap must send or deliver this Letter of Transmittal duly completed and signed together with the original share certificate(s) described herein to Odyssey Trust Company (“Odyssey”) at the office listed below. The method of delivery to Odyssey is at the option and risk of the shareholder, but if mail is used, registered mail is recommended.
- b) Shares 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) Shares 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 Odyssey. 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 Canadian Investment Regulatory Organization, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. A signature guarantee will also be accepted from a Canadian Schedule 1 chartered bank that is not participating in a Medallion Signature Guarantee Program and makes available its list of authorized signing officers to the Transfer Agent. Currently signature guarantees are accepted from Royal Bank of Canada and TD Bank.
- d) Where the Letter of Transmittal is executed on behalf of a corporation, partnership, association or by an agent, executor, administrator, trustee, guardian or any person acting in an authorized representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of the representative’s authority to sign and dated within the last 6 months. Examples include extracts from the following documents: Corporate Resolution, LLC Agreement, Corporate Registry, Partnership Agreement or Trust Agreement.
- e) Axcap reserves the right if it so elects in its absolute discretion to instruct Odyssey to waive any defect or irregularity contained in any Letter of Transmittal received by it.

### 2. Lost Share Certificates

If an original share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded Odyssey together with a letter stating the loss. Odyssey will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

### 3. Miscellaneous

Additional copies of the Letter of Transmittal may be obtained from Odyssey at the office listed below. Any questions should be directed Odyssey by e-mail to [corp.actions@odysseytrust.com](mailto:corp.actions@odysseytrust.com).

Enclose all original share certificates in the envelope provided and send it with the completed form to Odyssey, or for any questions contact Odyssey

By Mail:            Trader’s Bank Building  
Hand or Courier    1100 – 67 Yonge St  
                          Toronto, ON M5E 1J8  
                          Attn: Corporate Actions

**Privacy Notice:** At Odyssey Trust Company, we take your privacy seriously. When providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you or an issuer in which you hold securities, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, securities ownership information and other financial information. With respect to both current and former customers, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at [www.odysseytrust.com](http://www.odysseytrust.com), or you may request a copy in writing Attn: Chief Privacy Officer, Odyssey Trust Company at 350 – 409 Granville St, Vancouver, BC, V6C 1T2.