

LETTER OF TRANSMITTAL

Regarding
Membership Interests
in

De Mattheis Investments, LLC

Tendered Pursuant to the Offer to Exchange and Merger
Dated July 25, 2018

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE
AT, AND THIS LETTER OF TRANSMITTAL MUST BE
RECEIVED BY THE COMPANY BY, 5:00 P.M. EASTERN TIME, ON
August 31, 2018, UNLESS THE OFFER IS EXTENDED.

COMPLETE THIS LETTER OF TRANSMITTAL
AND RETURN BY MAIL OR FAX TO:

COLONIAL STOCK TRANSFER COMPANY

ATTN: GAYLE TERRY

66 Exchange Place, 1st floor
Salt Lake City, UT 84111

Phone: 801-355-5740

Fax: 801-355-6505

Ladies and Gentlemen:

The undersigned hereby tenders to What if If Y not Everything, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), the all of the units of limited liability company interest or membership interest in the De Mattheis Investments, LLC or portion thereof (the "Interests") held by the undersigned, described and specified below, on the terms and conditions set forth in the Offer to Exchange, dated July 25, 2018, receipt of which is hereby acknowledged, and in this Letter of Transmittal (which, together with the Offer to Exchange, constitute the "Offer").

THE TENDER IS SUBJECT TO ALL THE TERMS AND CONDITIONS SET FORTH IN THE OFFER, INCLUDING, BUT NOT LIMITED TO, THE ABSOLUTE RIGHT OF THE COMPANY TO REJECT ANY AND ALL TENDERS DETERMINED BY THE COMPANY, IN ITS SOLE DISCRETION, NOT TO BE IN THE APPROPRIATE FORM.

The undersigned hereby sells, exchanges, and / or transfers to the Company the Membership Interests tendered hereby pursuant to the Offer. The undersigned hereby warrants that the undersigned has full authority to sell, exchange, and / or transfer the Interests or portion thereof tendered hereby and

that the Company will acquire good title thereto, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or exchange thereof, and not subject to any adverse claim, when and to the extent the same are purchased or exchanged by it. Upon request, the undersigned will execute and deliver any additional documents necessary to complete the sale in accordance with the terms of the Offer.

The undersigned recognizes that under certain circumstances set forth in the Offer, the Company may not be required to purchase, exchange, and / or transfer any of the Interests tendered hereby.

The consideration for the exchange or purchase price for the Interests tendered by the undersigned will be made in the form of securities by stock transfer to the person identified by the undersigned below in the sole discretion of the Company.

Exhibit A to this letter of transmittal is a an Affidavit of Loss that should be executed by all members who have lost their membership certificates and the Affidavit of Loss must be notarized.

The undersigned recognizes that the amount of consideration for Interests will be based on the unaudited fair market value of the Company as of August 31, 2018, subject to an extension of the Offer to Exchange. All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned and the obligation of the undersigned hereunder shall be binding on the heirs, personal representatives, successors and assigns of the undersigned. This tender is irrevocable.

PLEASE FAX THIS LETTER OF TRANSMITTAL TO 801-355-6505 OR MAIL IT IN THE ENCLOSED BUSINESS REPLY ENVELOPE TO:

COLONIAL STOCK TRANSFER COMPANY
66 Exchange Place, 1st floor
Salt Lake City, UT 84111

FOR ADDITIONAL INFORMATION:

Phone: 801-355-5740

PART 1. NAME AND ADDRESS

Member Name:

Address:

Social Security No. or Taxpayer Identification No.: _____

Telephone Number: _____

PART 2. AMOUNT OF MEMBERSHIP INTERESTS IN THE COMPANY BEING TENDERED:

[_____] The undersigned's entire limited liability company interest or membership interest.

[_____] A portion of the undersigned's limited liability company interest or membership interest expressed as a specific dollar value or percentage.

\$ _____ or _____%

PART 3. PAYMENT

The undersigned wishes to receive payment by (check the appropriate box):

[] Stock Transfer

Please include banking information for dividend distribution.

Bank Name: _____

ABA Routing Number: _____

Credit to: _____

Account Number: _____

For further credit to: _____

Name(s) on the Account: _____

Account Number: _____

[Remainder of page intentionally left blank]

PART 4. SIGNATURE(S)

**FOR INDIVIDUAL INVESTORS AND
JOINT TENANTS:**

Signature

(SIGNATURE OF OWNER(S) EXACTLY
AS IT APPEARS ON SUBSCRIPTION
AGREEMENT)

Print Name of Investor

Joint Tenant Signature if necessary
(SIGNATURE OF OWNER(S) EXACTLY
AS IT APPEARS ON SUBSCRIPTION
AGREEMENT)

Print Name of Joint Tenant

FOR ALL OTHER INVESTORS:

Signature

(SIGNATURE OF OWNER(S) EXACTLY
AS IT APPEARS ON SUBSCRIPTION
AGREEMENT)

Print Name of Investor

Print Name and Title of Signatory

Co-signatory if necessary
(SIGNATURE OF OWNER(S) EXACTLY
AS IT APPEARS ON SUBSCRIPTION
AGREEMENT)

Print Name and Title of Co-signatory

Date: _____

Exhibit A
Form of Affidavit of Loss

LOST CERTIFICATE AFFIDAVIT AND
INDEMNITY AGREEMENT

This Lost Certificate Affidavit and Indemnity Agreement (“Affidavit”) is made and entered into by the undersigned (the “Affiant”) on behalf of the following member of De Mattheis Investments, LLC. (the “Member”) in favor of What if Y not Everything, Inc. (the “Company”).

In order to induce the Company to pay the Merger Consideration (as defined hereinafter), the Affiant, being duly sworn and under penalties of perjury, deposes and says:

De Mattheis Investments, LLC issued to the Member a certain certificate number _____ representing _____ ordinary interest of De Mattheis Investments, LLC.(the “Certificate”) registered in the name of _____;

The Certificate was issued by De Mattheis Investments, LLC and delivered to the Member;

The Member is entitled to receive _____ in Class B Common Stock (“Merger Consideration”) upon the closing of the Share Exchange and Merger in return for surrendering the Certificate to the Company;

The Member is the sole legal and beneficial owner of the Certificate;

The Member has made every effort to find the Certificate but the Certificate has not been located and the Member has no knowledge or information as to the present whereabouts of the Certificate;

The Certificate has not been endorsed, disposed of, sold, pledged, hypothecated, transferred, charged, lent or assigned in any manner affecting the absolute title thereto;

In the event the Certificate shall come into the Member's possession or control, the Member will forthwith deliver the same to the Company or its successors and assigns for cancellation;

THE MEMBER AGREES TO INDEMNIFY AND HOLD HARMLESS THE COMPANY, ITS PARENT COMPANIES, SUBSIDIARIES, AFFILIATES, THEIR RESPECTIVE SUCCESSORS AND ASSIGNS AND EACH OF THEIR RESPECTIVE SHAREHOLDERS, DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS (COLLECTIVELY, THE "INDEMNIFIED GROUP"), FROM AND AGAINST ANY AND ALL CLAIMS, ACTIONS, AND SUITS, AND FROM OR AGAINST ANY AND ALL LIABILITIES, LOSSES, DAMAGES, COSTS, CHARGES, ATTORNEYS' FEES, AND OTHER EXPENSES OF EVERY NATURE AND CHARACTER WHICH ANY OF THEM MAY SUSTAIN OR INCUR BY REASON OF (I) DELIVERY OF A NEW CERTIFICATE IN REPLACEMENT OF THE LOST CERTIFICATE, (II) ANY CLAIM WHICH MAY BE MADE IN RESPECT OF THE CERTIFICATE, (III) ANY PAYMENT, TRANSFER, DELIVERY, EXCHANGE OR OTHER ACT WHICH ANY OF THEM MAY MAKE OR DO IN RESPECT OF THE CERTIFICATE, OR (IV) ANY OTHER MATTER OR THING ARISING OUT OF THIS AGREEMENT, WHETHER OR NOT CAUSED BY THE ACTION OR INACTION OF ANY MEMBER OF THE INDEMNIFIED GROUP; AND THE AFFIANT IS AUTHORIZED TO EXECUTE AND DELIVER THIS AGREEMENT ON BEHALF OF THE MEMBER.

Dated to be effective this ____ day of _____, 20__.

Name:

Title:

THE STATE OF : _____

COUNTY OF: _____

BEFORE ME, the undersigned authority, on this date personally appeared _____ of _____, known to me to be the person whose name is subscribed to the foregoing instrument and

acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and SEAL OF OFFICE this _____ day of _____, 20____.

NOTARY PUBLIC IN AND FOR THE
STATE OF _____