

Letter of Transmittal

For submitting certificates formerly representing ordinary shares (the “Shares”) of Value Companies (the “Company”)

This Letter of Transmittal should be completed, signed and submitted, together with your certificates formerly representing the Shares, to:

By Mail or Overnight Courier or Hand Delivery:

Colonial Stock Transfer Company
Attention: Gayle Terry
66 Exchange Place, 1st floor
Salt Lake City, UT 84111

Telephone Assistance: 801-355-5740

Please read this Letter of Transmittal carefully. This Letter of Transmittal should be completed and signed in the space provided on page 6 and hand-delivered or sent by overnight courier or registered mail, return receipt requested and insured, with the completed and signed enclosed Internal Revenue Service (“IRS”) Form W-9 (or the appropriate IRS Form W-8 if you are a non-U.S. shareholder) and the certificates for the Shares, to be surrendered in connection with the short form merger and offer of exchange of the Company with What if Y not Everything, Inc. under DGCL (“Merger”).

To complete the Letter of Transmittal, you must do the following:

- Fill in BOX A entitled “Description of Shares Surrendered.”
- **Sign** and **Date** the Letter of Transmittal at the bottom of page 5.
- Complete the enclosed IRS Form W-9. The IRS Form W-9 will not be accepted unless it has been **signed, dated**, has a complete address and the appropriate box is checked off for the appropriate classifications (i.e., individual, partnership, corporation, etc.).

In completing the Letter of Transmittal, you may (but are not required to) also do the following:

- If you want the payment in the name of any person OTHER than the person listed in BOX A, complete the BOX B entitled “Special Payment Instructions.” **Note: if you fill out BOX B for Special Payment Instructions you MUST also provide a Medallion Signature Guarantee on the bottom of page 5 (Please see instruction 1 below).**
- If you want the **check** or **wire** transfer to be delivered to an address OTHER than the address listed in BOX A, then please indicate the address or wire instruction in BOX C. **You MUST also provide a Medallion Signature Guarantee on the bottom of page 5 (Please see instruction 1 below).**

PRESENTATION CHECKLIST

For your convenience, please use this checklist to ensure all documentation is provided and properly completed. Should you have any questions, please contact us at 732-898-0241 to speak with someone from our support staff.

Certificates, Warrants, etc.

Note: Please retain photocopies for your own records

- Include your original certificate which has been provided to you by the Company

Do you have your original certificate? If NOT

- Complete Exhibit A in its entirety

Letter of Transmittal (pg 4 and 5)

- Fill in Box A with your name and address, certificate numbers, and number of shares
- Sign** and **date** the Letter of Transmittal on page 6
- Provide your COMPLETE wire transfer details (if applicable)

Note: Your bank routing number and bank account number is at the bottom of the checks drawn off your account.

U.S. Checks

| | | |
|---|---------------|----------|
| PAY TO THE ORDER OF _____ | DATE _____ | 1001 |
| | | \$ _____ |
| | | DOLLARS |
| <small>YOUR FINANCIAL INSTITUTION BANK ADDRESS BANK CITY, STATE, ZIP BANK PHONE</small> | | |
| FOR _____ | | |
| ⑆123456789⑆ | 0123456789012 | 1001 |

Bank Routing Number Bank Account Number

Do you want your payment to be issued in the name of anyone OTHER than the Registered Holder(s) ? Note: All applicable tax reporting will be submitted on the registered holder's name

- Complete BOX B (pg 5)
- Obtain a Signature(s) Medallion Guarantee (Pg 6)

Do you want your payment to be delivered to an address OTHER than the address of the Registered Holder(s)? *Note: All applicable tax reporting will be submitted on the registered holder's name*

- Complete BOX C
- Obtain a Signature(s) Medallion Guarantee (Pg 5)

IRS TAX Forms

Are you a U.S. person (defined in the General Instructions of the IRS tax form), or do you have a U.S. Resident tax status?

- Complete the attached IRS form W-9
- Check the appropriate box for federal tax classification
Provide your COMPLETE address including number, street, city, and zip code
- Provide your 9-digit Social Security Number or Employee Identification Number
- Sign and date the form

Are you a person or entity domiciled outside of the United States?

- Complete the appropriate IRS Form W-8, found on the IRS website (www.irs.gov)
NOTE: Please consult your tax professionals with any questions regarding which tax form is appropriate, or how to fill out the form.

Transmittal Letter

To accompany certificates representing ordinary shares of

Value Companies, Inc.

**THE INSTRUCTIONS TO THIS LETTER OF TRANSMITTAL SHOULD BE READ
CAREFULLY**

Ladies and Gentlemen:

This Letter of Transmittal is being delivered in connection with the offer to exchange and merger (the "Merger") of Value Companies, Inc., a New Jersey company ("Target Company") with and into What if Y not Everything, Inc., a Delaware company (the "Company") under DGCL. The Exchange and the Merger will take place on or around August 29, 2018. The undersigned surrenders herewith the certificates ("Certificate(s)") representing ordinary shares (the "Shares") of the Target Company in exchange for the merger consideration of Class B Common Stock of the Company (par value 0.0000000001) for each Share, without interest, net of any withholding taxes (the "Merger Consideration") that is payable in connection with the Merger to the undersigned. No payment shall be made with respect to any Shares represented by a Certificate(s) until the tendering or surrender of such Certificate(s) for exchange.

Please deliver the Merger Consideration to which the undersigned is entitled in the name appearing below subject to the following instructions:

Please check this box if you have lost your Certificate(s). (Please also complete Exhibit A)

Delivery of a check or wire transfer (if applicable) for cash payment to which you are entitled under the Merger shall be made within approximately five (5) business days after the proper delivery, and receipt by Colonial Stock Transfer Company, of this Letter of Transmittal, which must be COMPLETE, the appropriate share certificates and any other documents requested by the Company. The cost per wire to the shareholder is \$75.00.

**IMPORTANT: PLEASE READ THE INSTRUCTIONS ON PAGE 10
PRIOR TO FILLING OUT THESE SECTIONS**

BOX A DESCRIPTION OF SHARES SURRENDERED

| | | |
|---|--|--|
| Name(s) and Address of Registered Holder(s) <i>If there is any error in the name or address shown below, please make the necessary corrections.</i> | Certificate(s) Enclosed: <i>(Please fill in. Attach separate schedule if needed)</i> | |
| Name: _____ Address: _____ _____ _____ | Certificate Numbers | Number of Shares Represented by Certificate(s) |
| | | |
| | | |
| | | |
| TOTAL SHARES | | |

BOX B Special Payment Instructions BOX C SPECIAL DELIVERY INSTRUCTIONS

| | | |
|--|--|--|
| BOX B Special Payment Instructions Fill in ONLY if the check or wire transfer (if applicable) for cash to be received by the undersigned is to be issued in a name OTHER than the name appearing in Box A above. <i>(Unless otherwise indicated in Box C, such check (if applicable) will be mailed to the address indicated below.) (See Instruction below.) (Medallion Signature Guarantee Required)</i> | BOX C SPECIAL DELIVERY INSTRUCTIONS Fill in ONLY if the check or wire transfer (if applicable) for cash to be received by the undersigned is to be sent to an address OTHER than to the address appearing in Box A or B. <i>(Medallion Signature Guarantee Required)</i> | |
| Name: _____ | Name: _____ | |
| Address: _____ | Address: _____ | |
| _____ | _____ | |
| _____ | _____ | |

BOX D WIRE TRANSFER INSTRUCTIONS

| | |
|--|---------------------------------------|
| Fill in ONLY if you desire funds to be delivered to you by wire transfer. | Additional information (if necessary) |
| Bank Name: _____ | _____ |
| Bank Telephone Number: _____ | _____ |
| Account Name: _____ | _____ |
| Account Number: _____ | _____ |
| Routing Number: _____ | _____ |
| Reference: _____ | _____ |

SHAREHOLDER: SIGN HERE

(And please complete IRS Form W-9 included herein or an appropriate W-8)

Must be signed by registered holder(s), exactly as name appears on share certificate(s), or by person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by an agent, attorney, administrator, executor, guardian, trustee or others acting in a fiduciary or representative capacity, or by an officer of a corporation on behalf of the corporation, please set forth full title and furnish appropriate supporting evidence. (See *Instructions below.*)

By signing below, I/we certify that I/we have complied with all instructions to this letter of transmittal, was/were the registered holder of the Shares therefore submitted herewith on the effective date of the Merger, have full authority to surrender the Shares therefore, and give the instructions in this letter of transmittal and warrant that the Shares therefore submitted herewith are free and clear of all, liens, restrictions, adverse claims or encumbrances. I/we, the undersigned, agree to hold harmless and indemnify the Company and their respective affiliates against and hold them harmless from any and all losses suffered and incurred by any such indemnified party in connection with any breach of the representations, warranties or certifications made by the undersigned in this letter of transmittal.

Signature of Registered Holder(s)

Printed Name of Registered Holder(s)

Title, if any

Date: _____

Email Address (optional): _____

Phone No: _____

GUARANTEE OF SIGNATURE(S)
(If Required-See Instructions 1 and 5)

Authorized Signature: _____

Name: _____

(Please Print)

Name of Firm: _____

Address: _____

(Including Zip Code)

Telephone Number (Area Code First): _____

Dated: _____

PLEASE

STAMP

HERE

INSTRUCTIONS

A former shareholder of the Target Company will not receive the Merger Consideration in exchange for such shareholders' Certificate(s) formerly representing Shares until the Certificate(s), and any other documents that the Company may require, are received by Colonial Stock Transfer Company at the address set forth above and processed for payment. No interest will accrue on any amounts due.

1. Guarantee of Signatures. A signature guarantee on this Letter of Transmittal is required unless (i) this Letter of Transmittal is signed by the registered holder of the Certificate(s) and such holder has completed the box entitled "Special Delivery Instructions" or BOX B entitled "Special Payment Instructions" on the Letter of Transmittal, or (ii) the Certificate(s) is to be surrendered for the account of an eligible guarantor institution participating in a Medallion Program approved by the Securities Transfer Association, Inc.

2. Risk of Loss. The Certificate(s) and any other required documents shall be delivered at the election and risk of the owner. If the Certificate(s) is sent by mail, it is recommended that it be sent by certified mail, properly insured, with return receipt requested. Risk of loss and title of the Certificate(s) shall pass only upon delivery of the Certificate(s) to the Company.

3. Irregular Certificates. If the Company determines that any Letter of Transmittal has not been properly completed or executed, or that a Certificate is not in proper form for surrender, or if any other irregularity in connection with the surrender exists, Target Company shall be entitled to consult with the Company for further instructions and may reject the Certificate(s). If there are any discrepancies between the number of Shares that any Letter of Transmittal, Certificate or other supporting document may indicate are owned by a shareholder and the number of Shares of the Target Company that the Holders List indicates such shareholder owned of record, the Target Company shall consult with the Company for instructions as to the number of Shares of the Target Company, if any, it is authorized to accept for payment, and shall, except as thereafter directed in writing by the Company, continue to hold any Certificates and other documents surrendered in connection therewith.

4. Inadequate Space. If necessary, the Certificate numbers and the number of Shares formerly represented thereby may be listed on a separate schedule attached hereto.

5. Signature on Letter of Transmittal, Stock Powers and Endorsements. If this Letter of Transmittal is signed by the registered holder of the Certificate(s), the signature must correspond exactly with the name written on the face of the Certificate(s).

6. If the Certificate(s) surrendered hereby is owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

7. If any surrendered Certificates are registered in different names, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different

registrations. When this Letter of Transmittal is signed by the registered owner(s) of the Certificate(s), no endorsements of the Certificate(s) or separate stock powers are required.

8. If this Letter of Transmittal is signed by a person other than the registered owner of the Certificate(s) listed, such Certificate(s) must be endorsed or accompanied by appropriate stock power(s), in either case signed by the registered owner or owners or a person with full authority to sign on behalf of the registered owner. Signatures on such Certificate(s) or stock power(s) must be medallion guaranteed by an Eligible Institution.

9. If this Letter of Transmittal or any Certificate(s) or stock power(s) is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and submit evidence attesting to his or her authority.

10. Share Transfer Taxes. The registered holder shall timely pay all transfer, documentary, sales, use, stamp, registration and other taxes arising from or relating to the transactions contemplated by the Merger ("Merger Taxes"), to the extent they relate specifically to the payment of cash to the undersigned, and the undersigned shall, at his or her own expense, file all necessary tax returns and other documentation with respect to the Merger Taxes. In the event that any Merger Taxes become payable by reason of the payment of the Merger Consideration in any name other than that of the registered holder, such transferee or assignee must pay such Merger Tax or establish that such tax has been paid or is not applicable. The Company will have no responsibility with respect to Merger Taxes.

11. Special Delivery Instructions. Indicate the name and address of the person(s) to whom the check (if applicable) comprising the Merger Consideration are to be sent if different from the name and address of the person(s) signing this Letter of Transmittal.

12. Form W-9. Each surrendering shareholder is required to provide the Company with such holder's correct Taxpayer Identification Number ("TIN") on the Form W-9 included herein, and to certify whether the shareholder is subject to backup withholding. Failure to provide such information or an adequate basis for exemption on the form may subject the surrendering shareholder to United States federal income tax withholding on cash payments made to such surrendering shareholder with respect to the Certificate(s). If such holder is an individual, the TIN is his or her social security number. A holder must cross out item (2) in Part 2 of Form W-9 if such holder is subject to backup withholding. The Company will withhold at a rate not to exceed 28% on all payments made prior to the time a properly certified TIN is provided to the Company.

13. Lost, Stolen or Destroyed Certificate(s). If your Certificate(s) has been lost, stolen or destroyed, please call Colonial Stock Transfer Company at 801-355-5740.

14. Information and Additional Copies. Information and additional copies of this Letter of Transmittal may be obtained from the Company by calling What if Y not Everything, Inc. at 732-898-0241.

NOTICE

BY EXECUTION AND DELIVERY OF THIS LETTER OF TRANSMITTAL TO COLONIAL STOCK TRANSFER COMPANY, THE UNDERSIGNED IS MAKING ALL OF THE REPRESENTATIONS, WARRANTIES, COVENANTS AND AGREEMENTS THAT ARE STATED IN THIS LETTER OF TRANSMITTAL.

1. Merger and share exchange

The undersigned acknowledges that, by operation of law, the undersigned is bound by all of the terms and conditions of the Merger that apply to holders of the Shares.

2. WAIVER OF DISSENTERS' RIGHTS

THE UNDERSIGNED HEREBY FOREVER WAIVES ANY AND ALL DISSENTERS' RIGHTS UNDER DELAWARE LAW AND WITHDRAWS ALL WRITTEN OBJECTIONS TO THE MERGER AND/OR DEMANDS FOR APPRAISAL, IF ANY, WITH RESPECT TO THE SHARES OWNED BY THE UNDERSIGNED.

IMPORTANT TAX INFORMATION

Under United States federal income tax laws, a holder who receives cash payments pursuant to the Merger is required to provide the Company (as payer) with such holder's correct TIN on the Form W-9 above (or otherwise establish a basis for exemption from backup withholding) and certify under penalty of perjury that such TIN is correct and that such holder is not subject to backup withholding. If such holder is an individual, the TIN is his or her social security number. If the Company is not provided with the correct TIN, a \$50 penalty may be imposed by the Internal Revenue Service, and the payment of any cash pursuant to the Merger may be subject to backup withholding.

Certain holders (including, among others, all corporations and foreign individuals and entities) are not subject to these backup withholding and reporting requirements. Exempt holders should indicate their exempt status on Form W-9. In order for a foreign individual to qualify as an exempt recipient, such individual must submit a Form W-8 BEN, signed under penalties of perjury, attesting to such individuals exempt status. A Form W-8 BEN can be obtained from the Company or at the link below. Please note that there are additional Form W-8's if the W-8BEN does not apply to your particular situation. The additional forms can be accessed at the following IRS links:

<http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>

<http://www.irs.gov/pub/irs-pdf/fw8eci.pdf>

<http://www.irs.gov/pub/irs-pdf/fw8imy.pdf>

<http://www.irs.gov/pub/irs-pdf/fw8exp.pdf>

If backup withholding applies, the Company is required to withhold at a rate not to exceed 28% of any payments made to the holder or other payee. Backup withholding is not an additional tax. Rather, the Federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld provided that the required information is given to the IRS. If withholding results in an overpayment of taxes, a refund may be obtained from the Internal Revenue Service.

All shareholders must consult with a legal, tax and or finance professional regarding any legal, tax and or finance question that may arise on their accord.

Purpose of Form W-9

To prevent backup withholding on payments made with respect to Certificate(s), the holder is required to notify the Company of such holder's correct TIN by completing the form above, certifying that (1) the TIN provided on the Form W-9 is correct (or that such holder is awaiting a TIN), (2) such holder is not subject to backup withholding because (a) such holder is exempt from backup withholding, (b) such holder has not been notified by the Internal Revenue Service that he is subject to backup withholding as a result of a failure to report all interest or dividends or (c) the Internal Revenue Service has notified such holder that such holder is no longer subject to backup withholding and (3) such holder is a U.S. person (including a U.S. resident alien).

What Number to Give the Company

The holder is required to give the Company the TIN (i.e., social security number or employer identification number) of the holder of the Certificate(s) tendered hereby. If the Certificate(s) are held in more than one name or are not held in the name of the actual owner, consult the instructions following the Form W-9 for additional guidance on which number to report.

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 shareholder of Value Companies, Inc. (the “Shareholder”) 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:

Value Companies, Inc. issued to the Shareholder a certain certificate number _____ representing _____ ordinary shares of Value Companies, Inc. (the “Certificate”) registered in the name of _____;

The Certificate was issued by Value Companies, Inc. and delivered to the Shareholder;

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

The Shareholder has made every effort to find the Certificate but the Certificate has not been located and the Shareholder 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 Shareholder's possession or control, the Shareholder will forthwith deliver the same to the Company or its successors and assigns for cancellation;

THE SHAREHOLDER 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 SHAREHOLDER.

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 _____