

8/1/13

TMM, INC.
PAPERLESS / ELECTRONIC STOCK TRANSACTIONS
PROCEDURES
and
FREQUENTLY ASKED QUESTIONS

TMM, Inc. has now completed the process with our Transfer Agent, Nevada Agency and Transfer Company (NATCO) to allow the paperless / electronic processing of TMM, Inc. stock transactions. TMM, Inc. stock certificates previously issued through one of the Private Placements are eligible for this paperless / electronic process, as are shares being issued through warrant exercises. A brief explanation of the process follows along with some frequently asked questions.

DIRECT REGISTRATION SYSTEM (DRS)

NATCO offers a Direct Registration System (DRS) account for TMM, Inc. shareholders. DRS is a method of recording shares of stock in book-entry form, which means that NATCO maintains your shares on your behalf without the need for physical share certificates. Shares held in un-certificated book-entry form have the same rights and privileges as shares held in certificate form. Holding shares in book-entry form through a DRS account has the following benefits:

- Convenience and security of book-entry shares
- Reduces the risks, time and costs associated with storing paper share certificates and replacing lost or stolen certificates
- Enables electronic share transactions between your broker/dealer and NATCO
- Reduces the overall administrative costs to the company and its shareholders
- Allows a paperless method of holding TMM, Inc. shares while they are still “restricted” and cannot be held in a regular brokerage account
- Allows an easier transfer of shares to a regular brokerage account once the one-year “Rule 144 restriction” has run / expired

Shares can be deposited into a NATCO DRS account in one of two ways.

- When a shareholder chooses to exercise his / her warrants, the shares purchased can be deposited in a DRS account rather than mailing paper certificates to the shareholder.
- Shares currently held in a paper certificate may be transferred to a NATCO DRS account.

Applicable fees and charges:

- \$30 for each transfer into or out of a DRS account
- \$50 per certificate for legend removal (removal of the “restriction”, allowing your shares to become free-trading)
- \$45 to have paper certificates mailed to you (\$30 certificate issuance, \$15 postage)

Frequently Asked Questions

Q Do I need a DRS account?

A As long as your TMM, Inc. shares are restricted (i.e. within one year of the issuance date) they cannot be held in a brokerage account. A DRS account eliminates the need for paper certificates, which can be lost, stolen, etc. In addition, upon expiration of the restriction period the shares can be electronically transferred to a brokerage account. Most brokers are more willing to receive shares from the transfer agent electronically instead of a physical certificate deposit by the transfer agent or shareholder. You must have a DRS account to **electronically** transfer unrestricted shares to a brokerage account.

Q What documents will I receive showing my shares held through DRS?

A You will receive a DRS Transaction Advice Form from NATCO following each transaction involving your shares held through DRS which you should keep in your files. If you lose your Advice Form or simply want to check on the status of your DRS account, you may e-mail or call NATCO for updated information about your DRS account.

Q What will it cost me to hold my shares through DRS?

A There is a \$30 charge for each transfer/deposit into or out of a NATCO DRS account (e.g. transfer of an existing paper certificate or a paperless deposit of warrant shares, for example). There is no ongoing charge for holding your TMM, Inc. shares in a NATCO DRS account. You should contact your brokerage firm to determine its fees, if any, if you transfer your shares to or sell your shares through your brokerage account.

Q How do I transfer my current TMM, Inc. restricted certificates to a DRS account?

A Send your TMM, Inc. certificates to NATCO via some method which can be tracked (e.g. USPS Express Mail, registered mail, FedEx ground, etc.) at the NATCO address shown below along with (1) a letter to NATCO stating your wish to have your shares deposited in a DRS account established for you at NATCO, (2) a Shareholder Representation Letter (see attached form of letter in Appendix 1 to be printed off, completed, executed and sent to NATCO), and (3) your payment of the \$30 transfer fee (per certificate) by check (payment may also be made directly with NATCO by credit card). It is not necessary to endorse your certificates. Upon receipt, NATCO will send you a DRS Transaction Advice.

Q How do I convert my restricted TMM, Inc. shares to free-trading shares if they are being held in my NATCO DRS account?

A Upon the expiration of the one-year restriction period (from issuance date) of your shares, your shares are eligible to become free-trading. If your restricted shares are being held in your NATCO DRS account you should send a letter to NATCO requesting removal of the free-trading restriction along with your check for \$50 (legend removal fee) and your Shareholder Representation Letter (see Form attached in Appendix 1). NATCO will confirm that your shares are eligible for legend removal

and, if so, adjust your DRS account accordingly. A notice will be sent to you confirming that the restrictive legend has been removed from those shares, which will now make them eligible for transfer to your brokerage account if you wish.

Q ***How do I convert my restricted TMM, Inc. shares to free-trading shares if I am holding them in paper certificate form?***

A If your shares are eligible for removal of the restrictive legend and you are currently holding them in paper certificate form, you will need to send them to NATCO, along with a letter to NATCO requesting removal of the free-trading restriction, your check for \$50 (legend removal fee) and your Shareholder Representation Letter (see Form attached in Appendix 1). The Shareholder Representation Letter asks for your choice of 1) deposit into a NATCO DRS account in your name (additional \$30, for a total of \$80), **OR** 2) mailing of a re-issued paper certificate back to you (additional \$45, for a total of \$95). NATCO will confirm that your shares are eligible for legend removal. If so, your free-trading shares will be either deposited into a DRS account, or a re-issued paper certificate will be mailed to you, depending on the choice you marked on your Shareholder Representation Letter.

Q ***How do I transfer my TMM, Inc. shares to my brokerage account or sell my shares?***

A In order to sell shares held in your DRS account, you will need to have a brokerage account, which you may open (if you don't already have one) at the broker of your choosing. If you wish to transfer your shares to your brokerage account, whether or not you plan to sell your shares, contact your broker and provide him / her with your DRS account information (which appears on the DRS Transaction Advice you will receive from NATCO when you become a participant in DRS). Based on your instructions to your broker, your broker will then electronically initiate the transfer of your book-entry shares through a process called Direct Withdrawal at Custodian (DWAC). Brokers and/or clearing firms typically have documentation including an executed Medallion Guaranteed Stock Power for you, the holder, to provide them before they will initiate the request. NATCO cannot deliver shares until the receiving broker requests them. There is a \$30 fee payable to NATCO for each DWAC transaction. Your broker may also impose a fee.

Q ***How do I know my book-entry shares are safe and cannot be transferred without my consent?***

A Your written consent or authorization on a completed Stock Power signed by you with a Medallion Signature Guarantee is required by NATCO to transfer shares to any third-party, including your broker. If you choose to supply a broker with your DRS account information your broker is responsible for obtaining instructions and documentation for any transfer or sale.

Q ***What is a Medallion Signature Guarantee and how do I obtain one?***

A A Medallion Signature Guarantee is a statement (stamp and signature) given by a financial institution such as a commercial bank, credit union, brokerage firm, etc. that is a member of the Securities Transfer Association (STAMP), New York Stock Exchange Program or Stock Exchange Medallion

Program (SEMP, MSP). The Medallion Program is not a notarization, and a notarized signature is not sufficient.

Q *Could I get a summary of the various fees involved?*

A \$30 for each transfer into or out of a DRS account

\$50 per certificate for legend removal (removal of the “Rule 144 restriction”, allowing your shares to become free-trading

\$45 to have paper certificates mailed to you (\$30 certificate issuance, \$15 postage)

Q *Who should I contact with questions?*

A Any questions about the DRS account or DWAC process should be directed to:

Tiffany Erickson, Transfer Agent Manager
NATCO (Nevada Agency Transfer Company)
50 West Liberty Street, Suite 880
Reno, NV 89501
775-322-0626
Tiffany@natco.org

RESTRICTED SHARES

Shares of TMM, Inc. stock issued through one of the Private Placement programs, or through exercise of warrant shares relating to those programs are **restricted shares**. Because TMM, Inc. is not a “reporting company” as defined under federal securities laws, shares cannot be sold, transferred or otherwise disposed of for a period of 12 months from the issuance date. Paper stock certificates issued bear the following restrictive legend:

“THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE ISSUER, THE TRANSFER QUALIFIES FOR AN EXEMPTION FROM OR EXCEPTION TO THE REGISTRATION PROVISIONS THEREOF.”

APPENDIX 1

SHAREHOLDER REPRESENTATION LETTER /
Nevada Agency and Transfer Company (“NATCO”)

Date: _____

Tiffany Erickson, Transfer Agent Manager
NATCO (Nevada Agency Transfer Company)
50 West Liberty Street, Suite 880
Reno, NV 89501

RE: Shareholder Representation Letter / Removal of Restrictive Legend

Dear Ms. Erickson:

I (We), _____, am (are) the owner(s) of _____ shares of the common stock of **TMM, Inc.** (“Company”) acquired pursuant to a Private Placement dated _____ (“Subscription Shares”).

The purpose of this letter is to make certain factual representations to you to enable you to arrange for NATCO (TMM, Inc.’s Transfer Agent) at my (our) option to either re-issue a certificate to me (us) evidencing the Subscription Shares or deposit such Subscription Shares in my (ours) DRS account, in either case without the standard “restrictive” legend. In order to have the “restrictive” legend removed, I (we) represent to you that:

1. My (Our) date of acquisition (the date the Subscription Shares were fully paid for) was on or before the Close-Out Date of the Private Placement, which date is more than twelve months prior to the date of this letter.
2. In connection with a proposed sale of the shares, the undersigned will not sell any shares if I (we) become aware that the Company has ceased to be in compliance with the current public information reporting requirements under Rule 144(c)(1).
3. Non-Affiliate Status: I (We) am (are) not now, and have not been during the preceding three months, an officer, director or more than 10% shareholder of the Company, or in any other way an “affiliate” of the Company as that term is defined in Rule 144(a)(1).
4. I (We) am (are) unaware of any material adverse information with regard to the Company that has not been publicly disclosed.

Please arrange with NATCO to remove the restrictive legend as to my (our) Subscription Shares in reliance upon Rule 144 under the Securities Act of 1933 so that the Stock may be free to sell without restriction, and at my (our) direction, either re-issue a replacement certificate to me (us) or deposit such Subscription Shares in my (our) DRS account at NATCO free and clear of any restrictive legend on the basis of the information above. I (We) understand and agree that the

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information given above to you may be relied upon, and to indemnify you and NATCO for any liability arising out of the foregoing representation.

I (We) understand that the fee associated with each transfer is \$30 for each new certificate issued to me (us) or deposited in my (our) DRS account, \$50 for the removal of the restrictive legend and \$15 for the Ground FedEx overnight return (Domestic) of a re-issued certificate unless the Subscription Shares are deposited in my (our) DRS account.

I (We) will make payment of these various fees as applicable directly to NATCO c/o Tiffany Erickson at:

NATCO
c/o Tiffany Erickson
Transfer Agent Manager
50 West Liberty Street, Suite 880
Reno, NV 89501
Tel: 775-322-0626
Fax: 775-322-5623
Email: tiffany@natco.org

Signature

Printed Name

Signature

Printed Name

CHECK ONE:

I (We) wish to have my (our) Subscription Shares deposited in a NATCO DRS account,

OR

I (We) wish to have my (our) Subscription Shares re-issued to me (us) in certificate form and sent to the following address:

