

Answers Holdings, Inc.
Transfer of Ownership Procedures
(as of April 14, 2017)

1. In connection with any transfer of warrants, the following documents are required to be sent to Julia Feldman at Jones Day (jfeldman@jonesday.com) in one email:
 - a) Request Letter for Transfer from the Transferor/Transferee (Annex A)
 - b) Signed Form of Assignment (Annex B)
 - c) If the transaction involves an affiliate of the Company, the Company may request a legal opinion and will provide the form.

Jones Day will not commence its review of the documents unless it receives all of the required documents in one email. The parties are to coordinate amongst themselves on who sends the complete set of documents to Jones Day. The documents should not be signed at this stage as the documents are still subject to review.

2. Jones Day reviews the documentation and provides any comments.
3. The parties incorporate comments and send executed originals in one package to Jones Day via overnight mail including the original form of assignment: Julia Feldman, Jones Day, 250 Vesey Street, New York, NY 10281.
4. Jones Day presents documents to Rust Consulting/Omni Bankruptcy, a division of Rust Consulting, Inc., the warrant agent, for processing.
5. The warrant agent books the transfer and sends each party an updated account statement reflecting the transfer. Transfers may take several days to process.

Annex A

[Form of Request Letter to Answers Holdings, Inc. for Transfer]

[Date]

BY OVERNIGHT COURIER

Answers Holdings, Inc.
6665 Delmar Boulevard
Suite 3000
St. Louis, MO 63130

Dear Sir or Madam:

Reference is hereby made to the Amended and Restated Certificate of Incorporation of Answers Holdings, Inc., a Delaware corporation (the "Company"), the Warrant Agreement by and among the Company and Rust Consulting/Omni Bankruptcy, a division of Rust Consulting, Inc. (the "Warrant Agreement"). Terms used herein but not otherwise defined herein will have the meanings ascribed to them in the Warrant Agreement.

_____ (the "Transferor") hereby informs the Company that the Transferor desires to sell, assign and transfer the following Warrants, of the Company to _____ (the "Transferee"):

Number of Transferred Warrants (the " <u>Transferred Warrants</u> ")	Number of Warrants Retained by the Transferor (the " <u>Retained Warrants</u> ")	Account Number from which Warrants are to be Transferred	Contact Information for the Transferee (include contact name, email, business address)

Enclosed is the executed form of assignment¹.

Transferor hereby requests that the Company cause its warrant agent to:

1. Amend the Warrant Register of the Company to reflect the transfer of the Transferred Warrants from the Transferor to the Transferee as set forth in the table above.

¹An opinion may be requested if the transaction involves an affiliate of the Company.

2. Update the existing book-entry for the Transferor reflecting any Retained Warrants and send an updated account statement to the Transferor.
3. Record the new book entry and send an account statement to the Transferee reflecting the Transferred Warrants to the contact information above.

The Transferee hereby certifies that it is acquiring the Warrants for its own account only and not with a view to distribution thereof, in whole or in part, in violation of the Securities Act or other applicable securities or "blue sky" laws.

The Transferee acknowledges that the Warrants are subject to certain restrictions on transfer, including, without limitation, those contained in the Warrant Agreement. It acknowledges that appropriate legends will appear on the account statement relating to the Warrants to be issued to the Transferee.

The Transferee hereby certifies that it is not directly engaged in any business that is competitive with the Company, and if the Transferee owns (directly or through affiliates) more than 10% of any business that is competitive with the Company, it has implemented internal controls to prevent the sharing of confidential information of the Company within the organization. The Transferee agrees to be bound by the terms of the Warrant Agreement.

The undersigned have executed this letter as of the ____ day of [____], 201_.

[Transferor]

By: _____
Name:
Title:

[Transferee]

By: _____
Name:
Title:

Annex B

FORM OF ASSIGNMENT

FOR REGISTERED HOLDERS
HOLDING DIRECT REGISTRATION WARRANTS
(To be executed only upon assignment of Warrants)

For value received, the undersigned Registered Holder of Direct Registration Warrants issued pursuant to that certain Warrant Agreement, as dated April 14, 2017, by and among Answers Holdings, Inc. (the "Company"), and Rust Consulting/Omni Bankruptcy, a division of Rust Consulting, Inc. (the "Warrant Agent"), hereby sells, assigns and transfers unto the Assignee(s) named below the number of Direct Registration Warrants listed opposite the respective name(s) of the Assignee(s) named below, and all other rights of the Registered Holder under said Direct Registration Warrants, and does hereby irrevocably constitute and appoint _____ attorney, to transfer said Direct Registration Warrants, as and to the extent set forth below, on the Warrant Register maintained for the purpose of registration thereof, with full power of substitution in the premises:

Name(s) of Assignee(s)	Address of Assignee(s)	Number of Warrants
_____	_____	_____

Dated: _____, 20__

Signature: _____

Name: _____

Note: The above signature and name should correspond exactly with the name of the Registered Holder of the Direct Registration Warrants as it appears on the Warrant Register.