THIS LETTER OF ACCEPTANCE AND TRANSMITTAL IS ONLY FOR USE IN CONJUNCTION WITH THE OFFER BY PC DOCS GROUP INTERNATIONAL INC. FOR ALL OF THE COMMON SHARES OF FULCRUM TECHNOLOGIES INC. DATED JANUARY 26, 1998

The Instructions accompanying this Letter of Acceptance and Transmittal should be read carefully before this Letter of Acceptance and Transmittal is completed.

LETTER OF ACCEPTANCE AND TRANSMITTAL

FOR COMMON SHARES OF

FULCRUM TECHNOLOGIES INC.

THE OFFER WILL BE OPEN FOR ACCEPTANCE UNTIL 8:00 PM (TORONTO TIME) ON FEBRUARY 17, 1998 UNLESS THE OFFER IS EXTENDED OR WITHDRAWN.

The Depositary, the Information Agent, the U.S. Forwarding Agent (see below for addresses and telephone numbers) or your broker or other financial adviser will assist you in completing this Letter of Acceptance and Transmittal.

This Letter of Acceptance and Transmittal, properly completed and duly executed, together with all other required documents, must accompany certificates representing Common Shares (the "Shares") of Fulcrum Technologies Inc. ("Fulcrum") deposited pursuant to the offer (the "Offer") dated January 26, 1998 made by PC DOCS Group International Inc. (the "Offeror") to holders of Shares.

The terms and conditions of the Offer are incorporated by reference in this Letter of Acceptance and Transmittal.

Capitalized terms used but not defined in this Letter of Acceptance and Transmittal which are defined in the Offer to Purchase and Offering Circular dated January 26, 1998 have the meanings set out in the Offer to Purchase and Offering Circular.

TO: PC DOCS GROUP INTERNATIONAL INC.
AND TO: MONTREAL TRUST COMPANY OF CANADA at its offices set out herein.
AND TO: FIRST CHICAGO TRUST COMPANY OF NEW YORK at its offices set out herein.

The undersigned delivers to you the enclosed certificate(s) for Shares and, subject only to the provisions of the Offer regarding withdrawal, irrevocably accepts the Offer for such Shares upon the terms and conditions contained in the Offer. The following are the details of the enclosed certificate(s):

Class of Shares and Certificate Number(s)	Name in which Registered	Number of Shares Deposited
	Total:	

(Attached list in the above form, if necessary)

The undersigned acknowledges receipt of the Offer to Purchase and the accompanying Offering Circular dated January 26, 1998 and represents and warrants that the undersigned has good and sufficient authority to deposit, sell, assign and transfer the Shares represented by the enclosed certificate(s) (the "Deposited Shares") and that when the Deposited Shares are accepted for payment by the Offeror, the Offeror will acquire good title to the Deposited Shares free and clear of all liens, restrictions, charges, encumbrances, claims and equities and in accordance with the following.

IN CONSIDERATION OF THE OFFER AND FOR VALUE RECEIVED the undersigned irrevocably assigns to the Offeror all of the right, title and interest of the undersigned in and to the Deposited Shares and in and to any and all dividends, distributions, payments, securities, rights, assets or other interests (collectively, "Distributions") which may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Deposited Shares or any of them after January 26, 1998, as well as the right of the undersigned to receive any and all Distributions. If, on or after January 26, 1998, Fulcrum should declare or pay any cash or stock dividends on or declare, make, pay, allot, reserve or issue any other Distribution on or with respect to the Deposited Shares, payable or distributable to Shareholders of record on a date prior to the transfer of Deposited Shares taken up pursuant to the Offer to the name of the Offeror or its nominees or transferee on Fulcrum's securities transfer records, then the undersigned acknowledges that the whole of any such Distribution will be received and held by the depositing Shareholder for the account of the Offeror and shall be promptly remitted and transferred by the depositing Shareholder to the Depositary for the account of the Offeror, accompanied by appropriate documentation of transfer. The undersigned also acknowledges that pending such remittance, the Offeror will be entitled to all rights and privileges as the owner of any such Distribution and may withhold the entire purchase price payable by the Offeror pursuant to the Offer or deduct from the purchase price payable by the Offeror pursuant to the Offer the amount or value thereof, as determined by the Offeror in its sole discretion.

The undersigned irrevocably constitutes and appoints each of the Depositary and any director or officer of the Offeror, and any other person designated by the Offeror in writing, the true and lawful agent, attorney and attorney-in-fact of the undersigned with respect to the Deposited Shares taken up and paid for under the Offer and any Distributions on such Shares with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) to, in the name of and on behalf of the undersigned, (a) register or record the transfer of such Deposited Shares and Distributions consisting of securities on the registers of Fulcrum; (b) for as long as any of such Deposited Shares are registered or recorded in the name of the undersigned (whether or not they are now so registered or recorded), execute and deliver (provided the same is not contrary to applicable law), as and when requested by the Offeror, any instruments of proxy, authorization or consent in form and on terms satisfactory to the Offeror in respect of any such Deposited Shares and Distributions, and to designate in any such instruments of proxy any person or persons as the proxyholder of the undersigned in respect of such Deposited Shares and Distributions; (c) execute and negotiate any cheques or other instruments representing any such Distribution payable to or to the order of the undersigned; and (d) exercise any rights of the undersigned with respect to such Deposited Shares and Distributions.

The undersigned revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares or any Distributions. No subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Shares or any Distributions by or on behalf of the undersigned, unless the Deposited Shares are not taken up and paid for under the Offer.

The undersigned agrees not to vote any of the Deposited Shares taken up and paid for under the Offer, or Distributions on such Deposited Shares consisting of securities, at any meeting and not to exercise any of the other rights or privileges attaching to any of such Deposited Shares or Distributions consisting of securities, or otherwise act with respect thereto. The undersigned agrees further to execute and deliver to the Offeror, provided not contrary to any applicable law, at any time and from time to time, as and when requested by, and at the expense of the Offeror, any and all instruments of proxy, authorization or consent, in form and on terms satisfactory to the Offeror, in respect of any such Deposited Shares or Distributions consisting of securities. The undersigned agrees further to designate in any such instruments of proxy the person or persons specified by the Offeror as the proxyholder of the undersigned in respect of such Deposited Shares or Distributions consisting of securities.

The undersigned covenants and agrees to execute all such documents, transfers and other assurances as may be necessary or desirable to convey the Deposited Shares and Distributions effectively to the Offeror.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Acceptance and Transmittal may be exercised during any subsequent legal incapacity of the undersigned and all obligations of the undersigned in this Letter of Acceptance and Transmittal shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned. Except as stated in the Offer, the deposit of Shares pursuant to the Letter of Acceptance and Transmittal is irrevocable.

The undersigned instructs the Offeror and the Depositary, upon the Offeror taking up the Deposited Shares, to mail the cheques and share certificates representing the common shares of the Offeror to which the undersigned is entitled by first class mail, postage prepaid, or to hold such cheques and share certificates for pick-up, in accordance with the instructions given below. Should any Deposited Shares not be purchased, the deposited certificates and other relevant documents shall be returned in accordance with the instructions in the preceding sentence.

By reason of the use by the undersigned of an English language form of Letter of Acceptance and Transmittal, the undersigned and each of you shall be deemed to have required that any contract evidenced by the Offer as accepted through this Letter of Acceptance and Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l'usage d'une lettre d'acceptation et d'envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat attesté par l'offre acceptée par cette lettre d'acceptation et d'envoi, de meme que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.

Signature guaranteed by (if required under Instruction 3):	Dated:____________________
____________________ Authorized Signature	____________________ Signature of Shareholder of Authorized Representative — (see Instruction 4)
____________________ Name of Guarantor (please print or type)	____________________ Name of Shareholder (please print or type)
____________________ Address (please print or type)	____________________ Name of Authorized Representative (please print or type)(if applicable)

BLOCK A

ISSUE CERTIFICATES IN THE NAME OF:
(please print)

(Name)

(Street Address and Number)

(City and Province or State)

(Country and Postal Code)

(Telephone — Business Hours)

(Tax Identification, Social Security or Social Insurance Number)

BLOCK B

SEND CERTIFICATES (Unless Block "C" is checked) TO:

☐ Same address as Block A or to:

(Name)

(Street Address and Number)

(City and Province or State)

(Country and Postal Code)

BLOCK C

☐ HOLD CERTIFICATES FOR PICK UP

Address (please print or type)

BLOCK D

☐ CHECK HERE IF SHARES ARE BEING DEPOSITED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE TORONTO OFFICE OF THE DEPOSITARY AND COMPLETE THE FOLLOWING (Please print or type)

Name of Registered Holder ______________________ Date of Guaranteed Delivery ____________

Name of Institution which Guaranteed Delivery ______________________________

INVESTMENT DEALER OR BROKER SOLICITING ACCEPTANCE OF THE OFFER

(Firm)	(Registered Representative)	(Telephone Number)

☐ CHECK HERE IF LIST OF BENEFICIAL HOLDERS IS ATTACHED

INSTRUCTIONS AND RULES

1. Use of Letter of Acceptance and Transmittal

(a) This Letter of Acceptance and Transmittal (or a manually signed facsimile thereof) together with accompanying certificates representing the Deposited Shares must be received by the Depositary or the U.S. Forwarding Agent at any of the offices specified below before 8:00 p.m. (Toronto time) on February 17, 1998 (the "Termination Date"), unless the Offer is extended or withdrawn or unless the procedures for guaranteed delivery set out in paragraph 2 below are employed.

(b) The method used to deliver this Letter of Acceptance and Transmittal and any accompanying certificates representing Deposited Shares is at the option and risk of the holder, and delivery will be deemed effective only when such documents are actually received. The Offeror recommends that the necessary documentation be hand delivered to the Depositary or the U.S. Forwarding Agent at any of their respective offices specified below, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. Shareholders whose Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Shares.

2. Procedure for Guaranteed Delivery

If a Shareholder wishes to deposit Shares pursuant to the Offer and (i) the certificates representing beneficial ownership of such Shares are not immediately available or (ii) the Shareholder cannot deliver the certificates representing such Shares and all other required documents to the Depositary or the U.S. Forwarding Agent on a timely basis at or prior to the Termination Date, such Shares may nevertheless be deposited under the Offer, provided that all of the following conditions are met:

(a) such a deposit is made only at the principal office of the Depositary in Toronto by or through an Eligible Institution (as defined below);

(b) a properly completed and duly executed Notice of Guaranteed Delivery, in the form accompanying this Letter of Acceptance and Transmittal or a manually signed facsimile thereof is received by the Depositary at its principal office in Toronto as set forth in the Notice of Guaranteed Delivery (by hand, facsimile transmission or mail) together with a guarantee in the form set forth in such Notice of Guaranteed Delivery by an Eligible Institution, on or prior to the Termination Date; and

(c) the certificates representing the Deposited Shares in proper form for transfer, together with a properly completed and duly executed copy of the Letter of Acceptance and Transmittal or manually signed facsimile thereof, and any required signature guarantees and other required documents, must be received at the principal office of the Depositary in Toronto prior to 5:00 p.m., Toronto time, on or before the third trading day on The Toronto Stock Exchange after the Termination Date. Delivery to any office of the Depositary other than its principal office in Toronto does not constitute delivery for the purpose of satisfying a guaranteed delivery.

An "Eligible Institution" means a Canadian chartered bank, a major Canadian trust company, a member of a recognized medallion signature guarantee program, a commercial bank or trust company having an office, branch or agency in the United States, a member of the Investment Dealers Association of Canada or a member firm of a recognized stock exchange in Canada, a national securities exchange in the United States or the National Association of Securities Dealers Inc.

3. Signatures

This Letter of Acceptance and Transmittal must be filled in and signed by the holder of Shares accepting the Offer described above or by such holder's duly authorized representative (in accordance with Instruction 5).

(a) If this Letter of Acceptance and Transmittal is signed by the registered owner(s) of the accompanying certificate(s), such signature(s) on this Letter of Acceptance and Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed. If such transmitted certificate(s) are owned of record by two or more joint owners, all such owners must sign the Letter of Acceptance and Transmittal.

(b) If this Letter of Acceptance and Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) or if a certificate(s) representing Shares of the Offeror is to be issued to a person other than the registered owner(s): (i) such deposited certificate(s) must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and (ii) the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in paragraph 4 below.

4. Guarantee of Signatures

If this Letter of Acceptance and Transmittal is signed by a person other than the registered owner(s) of the Deposited Shares or if a certificate(s) representing common shares of the Offeror is to be issued to a person other than the registered owner(s) or sent to an address other than the address of the registered owner(s) as shown on the share registry of Fulcrum, such signature must be guaranteed by an Eligible Institution, or in some other manner satisfactory to the Depositary (except that no guarantee is required if the signature is that of an Eligible Institution).

5. Fiduciaries, Representatives and Authorizations

Where this Letter of Acceptance and Transmittal is executed by a person on behalf of an executor, administrator, trustee, guardian, corporation, partnership or association or is executed by any other person acting in a representative capacity, this Letter of Acceptance and Transmittal must be accompanied by satisfactory evidence of the authority to act. Any of the Offeror, the Depositary or the U.S. Forwarding Agent, at its discretion, may require additional evidence of authority or additional documentation.

6. Partial Tenders

If less than the total number of Shares evidenced by any certificate submitted is to be deposited, fill in the number of Shares to be deposited in the appropriate space in this Letter of Acceptance and Transmittal. In such case, new certificate(s) for the number of Shares not deposited will be sent to the registered holder as soon as practicable after the Termination Date. The total number of Shares evidenced by all certificates delivered will be deemed to have been deposited unless otherwise indicated.

7. Solicitation

Identify the investment dealer or broker, if any, who solicited acceptance of the Offer by completing the appropriate box on the Letter of Acceptance and Transmittal and present a list of beneficial holders if applicable.

8. Miscellaneous

(a) If the space on this Letter of Acceptance and Transmittal is insufficient to list all certificates for Deposited Shares, additional certificate numbers and number of Deposited Shares may be included on a separate signed list affixed to this Letter of Acceptance and Transmittal.

(b) If Deposited Shares are registered in different forms (e.g. 'John Doe' and 'J. Doe'), a separate Letter of Acceptance and Transmittal should be signed for each different registration.

(c) No alternative, conditional or contingent deposits will be accepted.

(d) The Offer and any agreement resulting from the acceptance of the Offer will be construed in accordance with and governed by the laws of the Province of Ontario and the laws of Canada applicable therein.

(e) Additional copies of the Offer to Purchase and Offering Circular, the Letter of Acceptance and Transmittal and the Notice of Guaranteed Delivery may be obtained from the Information Agent or the Depositary at any of their respective offices at the addresses listed below.

9. Lost Certificates

If a share certificate has been lost or destroyed, this Letter of Acceptance and Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the registrar and transfer agent of Fulcrum who will respond with the replacement requirements.

The Depositary is:

MONTREAL TRUST COMPANY OF CANADA

Telecopier: (416) 981-9600
Inquiries to: (416) 981-9596

For delivery by hand or by courier:

Montreal Trust Company of Canada
151 Front Street West
8th Floor
Toronto, Ontario
M5J 2N1

Montreal Trust Company of Canada
510 Burrard Street
Vancouver, B.C.
V6C 3B9

For delivery by mail:

Montreal Trust Company of Canada
151 Front Street West
8th Floor
Toronto, Ontario
M5J 2N1

The U.S. Forwarding Agent is:

FIRST CHICAGO TRUST COMPANY OF NEW YORK
(in each case send to "Tenders & Exchanges")

By Hand
c/o The Depositary Trust Company
55 Water Street, DTC TAD
Vietnam Veterans Memorial Plaza
New York, NY 10041

By Overnight Courier
Suite 4680
14 Wall Street, 8th Floor
New York, NY 10005

By Mail
Suite 4660
P.O. Box 2569
Jersey City, NJ
07303-2569

The Information Agent is:

GEORGESON & COMPANY INC.
Wall Street Plaza
New York, New York
10005

Toll Free: 1-800-223-2064

Call Collect: (212) 440-9800

Any questions and requests for assistance may be directed by Shareholders to the Depositary, the U.S. Forwarding Agent or the Information Agent at the numbers and locations set out above.