FW OMNIMEDIA CORP. (FORMALLY FREEWHEELIN CORP.), YOUR BROKER, OR A FINANCIAL ADVISOR CAN ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL.

FW Omnimedia Corp. (Formally Freewheelin Corp.)

Suite 305, 296 Richmond Street West,
Toronto, Ontario,
M5V 1X2,

LETTER OF TRANSMITTAL FOR COMMON SHARES AND/OR STOCK OPTIONS AND/OR WARRANTS (AS DEFINED IN THE OFFER) OF FW OMNIMEDIA CORP. (FORMALLY FREEWHEELIN CORP.).

This Letter of Transmittal, properly completed and duly executed, or a manually executed facsimile hereof, together with all other required documents, must accompany certificates representing common shares and warrants (as defined in the Offer) and evidence of stock options of Freewheelin Magazine Inc. (the "Private Company") deposited pursuant to the offer (the "Offer") dated May 15th, 2000, made by FW Omnimedia Corp. (Formally Freewheelin Corp.). (the "Public Company") to holders of the Private Company common shares and/or stock options and/or warrants. **The Offer will be open for acceptance until the Expiry Time, 5:00 p.m. (local time) on June 6th, 2000 unless the Offer is extended or withdrawn. At any time after June 6th, 2000, provided that the terms and conditions of the Offer have been satisfied or waived the Public Company may take up and pay for securities validly deposited to the Offer.** The terms and conditions of the Offer are incorporated by reference in this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal which are defined in the Offer shall have the same meanings herein as given to them in the Offer.

Please carefully read the Instructions set out below before completing this Letter of Transmittal.

The undersigned hereby accepts the Offer and deposits and tenders in accordance with and pursuant to the Offer and delivers to you the following certificates and other documentation representing common shares (the "Private Company Shares") and/or stock options (the "Private Company Options") and/or warrants (the "Private Company Warrants") of the Private Company, to be exchanged for the Public Company common shares (the "Public Company Shares") and/or Public Company stock options (the "Public Company Options") and/or Public Company warrants (the "Public Company Warrants").

The Private Company Common Shares and/or Options and/or Warrants are individually and collectively referred to as the "Private Company Securities". The Public Company Common Shares and/or Stock Options and/or Warrants are individually and collectively referred to as the "Public Company Securities".

The undersigned understands that deposits of the Private Company Securities pursuant to the Offer and the instructions hereto will constitute a binding agreement between the undersigned and the Public Company upon the terms and subject to the conditions set forth in the Offer. Except as otherwise provided in the Offer, the deposit constituted hereby is irrevocable.

DESCRIPTION OF CERTIFICATES DEPOSITED

Certificate Numbers - Securities	Names(s) in Which Registered	Number of Securities Deposited
	TOTAL	

(If space is not sufficient, please attach a list in the above form)

_______ Some or all of my Private Company certificates have been lost, stolen or destroyed. Please contact me with additional instructions. (Check if applicable)

The undersigned hereby acknowledges receipt of the Offer and subject to and effective upon the consideration of payment on the terms set out in the Offer, hereby irrevocably sells, assigns and transfers to the Public Company all of the right, title and interest of the undersigned in and to the Private Company Securities and in and to any and all dividends, stock dividends, shares, rights, warrants or other interest or distribution issued, transferred or distributed on or in respect of the Private Company Securities on or after the date of the Offer (collectively "Other Securities") effective from the date that the Public Company purchases the Private Company Securities (the "Effective Date"). If, notwithstanding such sale, assignment and transfer and any other terms of the Offer to Purchase, Other Securities are received by the undersigned, the undersigned shall forthwith deliver the same to the Public Company, together with all necessary assignments or endorsements in respect thereof.

The undersigned hereby irrevocably appoints Jonathan Bogo a director of the Public Company, and Ballem MacInnes, Barristers and Solicitors, or any other person designated by the Public Company, as the true and lawful agent, attorney and attorney-in-fact with respect to the Private Company Securities and Other Securities, effective from the Effective Date, with full power of substitution, in the name of and on behalf of such holder of the Private Company Securities to:

(a) register or record, transfer and enter the transfer of the Private Company Securities and Other Securities on the books of the Private Company; and

(b) exercise any and all rights of the holder in respect of the Private Company Securities and Other Securities including without limitation the right to execute and deliver any and all instruments of proxy, authorizations or consents in respect of any or all of the Private Company Securities and Other Securities, revoke any such instrument, authorizations or consents given on or prior to or after the Effective Date and to designate in any such instruments of proxy any person or persons as the proxy or the proxy nominee or nominees of such holder of the Private Company Securities.

The undersigned hereby agrees, from and after the Effective Date, not to vote any of the Private Company Securities or Other Securities at any meeting (whether annual, special or otherwise) of holders of the Private Company Securities or Other Securities of the Private Company and agrees to execute and deliver to the Public Company any and all instruments of proxy, authorizations or consents in respect of any or all of the Private Company Securities or Other Securities, and to designate in any such instruments of proxy the person or persons specified by the Public Company as the proxy or the proxy nominee or nominees of the holder in respect of the Private Company Securities or Other Securities.

The undersigned, effective from the Effective Date, hereby revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, conferred or agreed to be conferred prior to the Effective Date by the undersigned at any time with respect to such the Private Company Securities (any and all Other Securities) or any of them, and no subsequent authority whether as agent, attorney-in-fact, attorney, proxy or otherwise will be given with respect thereto by the undersigned.

The undersigned hereby represents and warrants to the Public Company that the undersigned has good title to and owns the Private Company Securities and Other Securities being deposited within the applicable securities laws, has full power and authority to tender, sell, assign and transfer the Private Company Securities to the Public Company, and any and all Other Securities to the extent herein provided, free and clear of any and all liens, restrictions, charges, encumbrances, claims and equities.

The undersigned, upon request, will execute and delivery any additional documents deemed by the Public Company, the Canadian Venture Exchange, the Alberta Securities Commission or the Ontario Securities Commission to be necessary or desirable, including an escrow agreement containing such terms and conditions as deemed necessary by the relevant authority to complete the sale, assignment and transfer of the Private Company Securities and Other Securities.

All of the above-mentioned Private Company Shares certificates are deposited for exchange for certificates representing Public Company Shares on the basis of one (1) Public Company Share for each one (1) Private Company share. All of the Private Company stock options are deposited for exchange for Public Company stock options on the basis of one (1) Public Company stock option for each one (1) Private Company option. All of the Private Company warrants are deposited for exchange for Public Company warrants on the basis of one (1) Public Company warrant for each one (1) Private Company warrant.

The undersigned understands that no certificates representing fractional common shares will be issued. The undersigned also understands that only replacement securities certificates will be provided without charge and that if split certificates are requested, then a fee for each additional certificate will be charged.

The undersigned hereby acknowledges that the Canadian Venture Exchange or another regulatory body may impose a hold period or escrow provisions.

Ballem MacInnes, Barristers and Solicitors, is hereby authorized and directed to cause certificates representing Public Company Securities, which the undersigned is entitled to receive in exchange for the deposited certificates of the Private Company, to be registered in the name of the undersigned (unless alternative registration is requested in the manner set forth in the accompanying instructions) and to be delivered by mail to the undersigned at the address specified below.

The undersigned:

(a) represents and warrants that the deposit of the Deposited Securities (hereafter defined) and any Other Securities complies with applicable securities laws;

(b) agrees further that all questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Private Company Securities or Other Securities will be determined by the Public Company in its sole discretion and that such determination shall be final and binding.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity, bankruptcy or insolvency of the undersigned, and all obligations of the undersigned in this Letter of Transmittal shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK

It is understood that no receipt acknowledging delivery of this Letter of Transmittal and the deposited Private Company Securities certificates will be provided by Ballem MacInnes, Barristers and Solicitors.

DATED:____________________________, 2000.

____
Name of Shareholder (please print)

____
Street Address of Shareholder

____
City, Province, Postal Code

____
Phone Number of Shareholder

____
Facsimile Number of Shareholder

____
Signature Guaranteed (if required)
(See #4 of the Instructions)

____
Signature of Shareholder
(see Items 3 to 5 of Instructions)

____
Name of Authorized Representative
(if applicable) (Please print or type)

____
Name of Guarantor (if applicable)
(Please print or type)

____
Signature of Authorized Representative
(if applicable)

____
Address of Guarantor (if applicable)
(Please print or type)

INSTRUCTIONS

Please deliver the completed Letter of Transmittal to :

FREEWHEELIN' CORP.
Suite 305, 296 Richmond Street West,
Toronto, Ontario,
M5V 1X2,

Attention: Jonathan Bogo

1. Use of Letter of Transmittal

(a) This Letter of Transmittal (or a manually signed facsimile thereof) properly completed and signed, together with accompanying certificates representing the securities deposited pursuant to the Offer (the "Deposited Securities") and all other documents required by the terms of the Offer and this Letter of Transmittal must be received by the Depositary at its office specified on the back page of this document at or prior to the Expiry Time (5:00 p.m. local time) on June 6th, 2000, unless the Offer is extended or withdrawn or unless the procedures for guaranteed delivery set out in paragraph 2 below are employed. **At any time after June 6th, 2000, provided that the terms and conditions of the Offer have been satisfied or waived the Public Company may take up and pay for securities validly deposited to the Offer.**

(b) The method used to deliver this Letter of Transmittal and any accompanying certificates representing Private Company Securities and all other required documents is at the option and risk of the person depositing same, and delivery will be deemed effective only when such documents are actually received. The Public Company recommends that the necessary documentation be hand delivered to the Depositary at its office specified on the back page of this document, and a receipt obtained; otherwise, the use of registered mail with return receipt requested, properly insured, is recommended. **The Private Company Security holders whose Private Company Securities 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 Private Company Securities.**

2. Procedures for Guaranteed Delivery

If a Private Company Security holder wishes to deposit Private Company Securities pursuant to the Offer and (i) the certificates representing such Private Company Securities are not immediately available, or (ii) the Private Company Security holders cannot delivery the certificates representing such Private Company Securities and all other required documents to the Depositary at or prior to the Expiry Time, such Private Company Securities may nevertheless be deposited pursuant to the Offer provided that all of the following conditions are met:

(a) such deposit is made by or through an Eligible Institution;

(b) a property completed and duly executed Notice of Guaranteed Delivery, or a manually signed facsimile thereof, is received by the Depositary at its office set forth in the Notice of Guaranteed Delivery (by hand, facsimile transmission or mail) together with a guarantee by an Eligible Institution in the form set forth in such Notice of Guaranteed Delivery, at or prior to the Expiry Time; and

(c) the certificates representing the Private Company Securities, in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile thereof covering the Private Company Securities and all other documents required by this Letter of Transmittal, are received by the Depositary at its office set forth in the Notice of Guaranteed Delivery at or before 5:00 p.m. (local time) on or before the Expiry Date.

3. Signatures

This Letter of Transmittal must be completed and signed by the Private Company Security holders accepting the Offer or by such Security holder's duly authorized representative (in accordance with paragraph 5 below).

(a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s), such signature(s) on this Letter of 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 transmittal certificate(s) are owned of record by two or more joint owners, all such owners must sign the Letter of Transmittal.

(b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s):

(i) such deposited certificate(s) must be endorsed or be accompanied by 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 Transmittal is signed by a person other than the registered owner(s) of the deposited securities or if deposited securities not purchased are to be returned to a person other than such registered owner(s) or sent to an address other than the address of the registered owner(s) as shown on the registers of the Private Company, 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 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 Transmittal must be accompanied by satisfactory evidence of the authority to act. Either the Public Company or the Depositary may require additional evidence of authority or additional documentation.

6. Partial Tenders and Return of Securities Not Purchased

If less than the total number of Private Company Securities evidenced by any certificate submitted is to be deposited, fill in the number of Private Company Securities to be deposited in the appropriate space on the front page of this Letter of Transmittal. In such case, new certificate(s) for the number of Private Company Securities not deposited will be sent to the registered holder unless otherwise provided in Block B on this Letter of Transmittal as soon as practicable after the Expiry Time. The total number of Private Company Securities evidenced by all certificates delivered will be deemed to have been deposited unless otherwise indicated. If certificates representing Private Company Securities not taken up and paid for are to be returned other than in the name of, and to the address, as shown in the registers maintained by the Private Company, complete Block B.

BLOCK A

DEPOSITS PURSUANT TO NOTICE OF GUARANTEED DELIVERY

(see item 2 of the instructions)

G CHECK HERE IF PRIVATE COMPANY SECURITIES ARE BEING DEPOSITED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE OFFICE OF THE DEPOSITARY AND COMPLETE THE FOLLOWING (please print or type):

Name of Registered Holder: ______________________________

Date of Execution of Notice of Guaranteed Delivery: ______________________________

Name of Institution which Guaranteed Delivery: ______________________________

BLOCK B

(see item 6 of the Instructions)

RETURN CERTIFICATES FOR PRIVATE COMPANY SECURITIES IN RESPECT OF PARTIAL TENDERS OR IN RESPECT OF PRIVATE COMPANY SECURITIES NOT TAKEN UP AND PAID FOR TO:

____

(Name)

____

____

(Street Address and Number)

____

(City and Province)

____

(Postal Code)

DO NOT WRITE IN THIS BOX

Date Received: ____________	Certificate(s) examined by ____________
Number of Common Shares Received	Certificate(s) No. ____________
____________	____________
Amount of Cheque ____________	Cheque No. ____________
Date Cheque Mailed ____________	Checked by ____________