



June 27, 2014

DELIVERED BY HAND

Brandon Moyse
23 Brant Street, Apt. 509
Toronto, Ontario
M5V 2L5

Dear Brandon:

RE: Litigation commenced by The Catalyst Capital Group Inc.

I am writing to confirm our discussions respecting the litigation commenced by The Catalyst Capital Group Inc. ("**Catalyst**") against both you and West Face Capital Inc. ("**West Face**"), Ontario Superior Court of Justice File No. CV-14-507120 (the "**Catalyst Litigation**").

West Face has retained Jeffrey Mitchell and Andy Pushalik of Dentons Canada LLP as its legal counsel. Messrs. Mitchell and Pushalik are retained to represent only West Face in the Catalyst Litigation. We understand that you have retained Jeff Hopkins of Grosman, Grosman and Gale LLP as your legal counsel.

Given the circumstances, West Face is prepared to pay or reimburse you for the reasonable lawyer's fees and disbursements you incur in the course of defending the Catalyst Litigation ("**Legal Expenses**"). To be clear, the Legal Expenses that West Face agrees to pay/reimburse do not include any judgment or order that ultimately may be made against you, including any order that you pay the legal costs of any other party.

You agree to provide, or (at West Face's option) instruct your legal counsel to provide, reasonable evidence that you have incurred the Legal Expenses for which you seek payment/reimbursement, including instructing your legal counsel to provide invoices evidencing the Legal Expenses as required by West Face. To be clear, West Face will not require details on any invoices that would reveal solicitor-client privileged information, but otherwise invoices should provide sufficient detail to enable West Face to verify the reasonableness of the Legal Expenses claimed.

West Face reserves the right to cease paying the Legal Expenses in its discretion at any time on 10 days' notice to you.

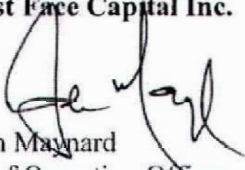
It is important for you to be aware that although West Face has agreed to pay/reimburse the Legal Expenses, Mr. Hopkins will be your lawyer, and will only take instructions from you. As you will



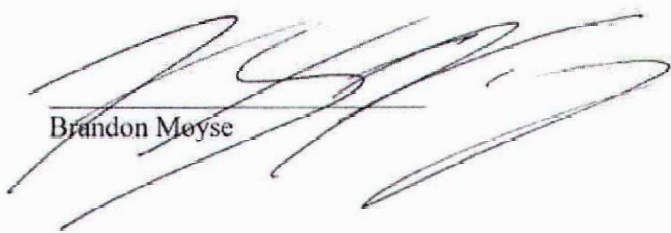
be separately represented in the Catalyst Litigation, you will be required to work with your lawyer and defend yourself in the Catalyst Litigation.

In order to signify your acceptance of these terms, please sign below and return this letter to me as soon as possible.

Yours truly,
West Face Capital Inc.


John Maynard
Chief Operating Officer

I, Brandon Moyses, have fully considered the information presented to me in this letter. I hereby accept and agree to the terms of payment/reimbursement of my Legal Expenses in the Catalyst Litigation, as set out above, this 27 day of June, 2014:


Brandon Moyses