Court File No. CV-16-11272-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

B E T W E E N:

THE CATALYST CAPITAL GROUP INC.

Plaintiff

and

BRANDON MOYSE and WEST FACE CAPITAL INC.

Defendants

AFFIDAVIT OF NEWTON GLASSMAN
(Sworn May 27, 2016)

I, NEWTON GLASSMAN, of the City of Toronto, MAKE OATH AND SAY:

1. I am the Managing Partner of The Catalyst Capital Group Inc. ("Catalyst"), the plaintiff in this proceeding, and, as such, have knowledge of the matters set out in this affidavit. To the extent my knowledge is based on information and belief, I identify the source of such information and believe the information to be true.

2. I have reviewed the affidavit of Gabriel de Alba, sworn May 27, 2016, and the affidavits of James Riley, sworn July 14, June 26, July 28, 2014, May 1 and February 18, 2015, in this proceeding and adopt their evidence.

Involvement in the Wind Transaction

3. In late 2013 and 2014, Catalyst was involved in negotiations with VimpelCom Ltd ("VimpelCom") to purchase WIND Mobile Canada ("Wind").

4. I was involved in Catalyst's negotiations with VimpelCom but de Alba was Catalyst's lead negotiator on the deal and directed Catalyst's deal team and our advisors. I was primarily responsible for Catalyst's negotiations with Industry Canada ("IC") and the federal government concerning critical regulatory issues that I had decided needed to be resolved before Catalyst purchased Wind.

5. De Alba kept me informed of his communications with others involved in this opportunity on a regular basis through in-person discussions, telephone calls, and email. I, in turn, kept de Alba and the deal team informed of the progress of our discussions with the relevant regulatory and government bodies. These communications usually occurred weekly with the deal team and nearly every day with de Alba.

Catalyst's Involvement in Telecommunications and Spectrum

6. Catalyst had long had an interest in the telecommunications industry. For example, we considered an investment in Wind as early as 2008.

7. In 2011, pursuant to a First Lien Indenture, Catalyst acquired a legally and structurally senior position in Data & Audio Visual Enterprises Wireless Inc., which was better known as Mobilicity, a small wireless carrier that was formed in 2008 after IC set aside spectrum licenses for new entrants in the telecommunications industry. Spectrum is the radio frequency used to transmit wireless signals. The federal government licensed access to these frequencies and distributed the licenses through an auction process.

8. In January and February of 2014, IC initiated a new auction to sell portions of the 700-megahertz spectrum. This spectrum can travel long distances thereby reducing the need for cellular towers and base stations and reducing operating costs for carriers. Catalyst prepared a

bid for this auction and subsequently withdrew due to certain conditions imposed during the auction process intended to, among other things, potentially diminish rights associated with the 2008 licenses, and therefore increase the corresponding risks flowing from the conditions associated with the 700-megahertz auction. Internally, numerous discussions occurred between Catalyst's investment professionals, many led by me and most included Brandon Moyse, concerning the strategic, game-theory-related and pragmatic reasons for Catalyst's withdrawal from the 700 megahertz auction.

9. Spectrum is the critical asset for a wireless carrier. New entrants such as Mobilicity and Wind received preferential treatment in the distribution of spectrum as part of IC's explicitly stated goal of promoting additional competition, preferably via the introduction of a "fourth carrier" in all wireless markets. However, in 2012 or 2013, IC unilaterally and retroactively attempted to impose severe and explicit restrictions on the 2008 licenses held by new entrants; these included new restrictions on their ability to transfer the spectrum licenses to third parties generally, and to the incumbent three players specifically. For example, IC forbade the new entrants from selling spectrum to the incumbent carriers indefinitely notwithstanding the original terms under the 2008 auction rules specifically allowed such sales after an initial five year period (which expired in 2013). The federal government's goal, to be implemented via this unilateral and retroactive change, was to increase competition in the wireless market by facing the new entrants to remain independent of the incumbents regardless of the impact on the new entrants' viability or finance-ability resulting from these unilateral and retroactive changes.

10. In my many discussions with representatives of IC and the federal government, I explained why I believed that an independent fourth wireless carrier would not be viable in Canada without changes to the regulatory environment including changing or reversing the

unilateral and retroactive conditions imposed upon the 2008 licenses. Alternatively, we disclosed our view that a fourth wireless carrier as a wholesaler would be the only financially viable alternative. It was well known internally and discussed extensively internally that it was Catalyst's opinion an independent fourth wireless carrier could not survive without changes to the existing regulatory structure. Moyse was intimately aware of, and involved in, our internal analyses as he attended the Monday morning meetings, prepared internal analysis concerning the industry, was involved in discussions with our legal counsel and government relations consultants, who provided both formal and informal analyses, and he prepared or helped prepare analyses concerning the competitive environment facing the new entrants generally and Wind specifically. Moyse assisted in preparing, among other things, the presentations to government stake holders arguing for changes to the regulatory regime and some of the weekly updates for the Catalyst team and Monday meetings.

11. Without these changes, the fourth carrier would only be able to compete in the short term with the incumbents on price and, given their size, the incumbents would quickly squeeze a fourth carrier out of the market with a price war and then attempt to acquire its spectrum at a discount. Each of the incumbents had one or more "discount" brands that shared spectrum with their higher-margin brands (for example, Rogers used its "Fido" brand to compete with the new entrants on price). Meanwhile, incumbents' scale gave them a distinct advantage in terms of both quality and product offerings (in particular, the ability to bundle). In the regulatory environment that existed in 2014, the new entrants, like Wind, were therefore not equipped to survive any kind of competitive war with the incumbents.

12. Without the specific regulatory support identified by Catalyst, I believed that a fourth wireless carrier that focused on the wholesale market would be the most feasible, and likely

successful. The theory was that this carrier would acquire spectrum and make it available to the incumbents through a competitive bidding process. The goal of a wholesaling carrier would be to force competition between the incumbents for spectrum in key markets and, in turn, provide consumers with improved product offerings and pricing.

13. Alternatively, IC and the federal government would eventually be drawn into litigation over the retroactive and unilateral changes to historical spectrum licenses that prevented 2008 spectrum from being sold by new entrants to incumbents. Catalyst strongly believed that specific parties willing to pursue this litigation against the federal government would be successful. Catalyst itself could and would not pursue this litigation directly because of its involvement in other regulated businesses. The likelihood of successful litigation against the federal government in respect of the unilateral and retroactive conditions imposed by the federal government on historical spectrum was discussed regularly and repeatedly within Catalyst, including with Moyse, and with the input of our investment professionals, including Moyse, and our outside advisors.

Negotiations with IC in March of 2014

14. In order to build the fourth wireless carrier (a "wholesaler" if Catalyst's desired regulatory changes were not made; a "retailer" otherwise), Catalyst's plan was to merge the spectrum assets of Mobilicity and Wind. Both carriers had assets the other needed in order to survive: Mobilicity had access to spectrum that Wind needed, and Wind had the stronger brand presence and more subscribers. At the same time, Catalyst needed comfort from IC about a potential exit strategy from its investment in the fourth wireless carrier in the event a retail network did not work due to inflexibility or unwillingness to provide the regulatory support as outlined in the presentations prepared by Catalyst. Moyse was intimately aware of and involved

in all analyses and conclusions as to how Catalyst would mitigate risk and/or profit regardless of which route was taken by IC and the federal government.

15. In March of 2014, Telus fought and lost to the federal government over its efforts to purchase the holding company of Mobilicity. Mobilicity was stranded without a logical buyer so long as a buyer pursued the parent company. Moyse knew that if Catalyst were to try to build the fourth wireless carrier, as a matter of firm policy we needed increased certainty about how we could monetize the investment Catalyst had made in Mobilicity's operating company within five years or less.

16. After several meetings in Ottawa, Catalyst scheduled a meeting with IC, the Prime Minister's Office ("PMO") and the Privy Council Office ("PCO"), and other interested parties in the federal government for March 27, 2014. Internally, we prepared a PowerPoint presentation outlining our analysis, findings, and strategy for a fourth wireless carrier. Moyse was responsible for creating the presentation slides based on extensive internal prior discussions (including industry dynamics and deal strategy), notes given to him by me, Riley and De Alba. Moyse was privy to all of our deal priorities, internal conclusions, formal and informal discussions with our advisors, and the advances we had made with the regulators on these issues leading up to the March 27 meeting. He was also aware of the critical nature of the regulatory clarifications requested as part of Catalyst's wireless telecom plan as well as the alternative legal strategy that Catalyst itself would not pursue directly but would likely benefit from when initiated by others.

17. The content of the presentation to IC and our negotiating positions to IC were very sensitive and highly confidential – as were IC and the federal government's responses and likely areas of flexibility on these matters. IC and the federal government knew that Catalyst was in

other regulated businesses. Catalyst explicitly told IC and the federal government that it could not and would not direct the litigation against the government over the conditions imposed on the historical spectrum licenses, but that it believed that a party would be successful against them. Catalyst informed IC and the federal government that if the right stakeholders initiated such action, Catalyst would have no legitimate choice but to support such due to our fiduciary duty to our investors – and expected such action to ultimately win. IC counsel, in particular, ultimately agreed with this conclusion. Moyse became aware of all of these strategically and legally critical facts.

March 27 PowerPoint Presentation Contains Catalyst's Confidential Regulatory Strategy

18. Attached as Exhibit 1 is the presentation that was delivered to IC on March 27. Moyse led the preparation of the March 27 PowerPoint presentation. Through discussions with the partners in the lead-up to the March 27 presentation, as well as the discussion regarding the industry and deal strategy during meetings at Catalyst, Moyse was aware critical analyses concerning the industry, potential competing bidders for Wind, the government's litigation risk as well as the negotiating positions that Catalyst intended to take with IC and the federal government.

19. On March 27, I attended meetings in Ottawa with IC, the PCO and the PMO with Riley and Bruce Drysdale (our government relations consultant).

20. It was communicated to IC that Catalyst was willing to be supportive of IC's stated policy, put large amounts of capital at risk and pull together all of the necessary pieces to build the fourth carrier. However, before Catalyst would take on this risk, IC had to help via changes to the regulatory framework before the "fourth carrier" could increase consumer choice/reduce pricing or compete with the incumbents or support a wholesale operator. IC had to demonstrate a

willingness to adhere to the original terms of the spectrum licences granted to Mobilicity and Wind. I made it clear – and internal IC counsel essentially confirmed – that we believed these conditions would likely be reinstated in any event, either ultimately through litigation or the government's own decision.

21. Page 5 of the March 27 presentation illustrated Catalyst's concern for the current regulatory environment. I explained during the meetings that the current policies had left spectrum in the hands of the incumbents without an opportunity for a small player to compete. Additionally, the prospects of Mobilicity and Wind in the existing regulatory environment were not good. In Catalyst's view, both would have difficulty obtaining conventional arms-length financing as a result of the federal government's recent regulatory actions. We told IC that we were concerned that VimpelCom was backing out of its investment in Wind, and Mobilicity would languish in indefinitely CCAA without a buyer. All of this was, in our opinion and those of conventional telecom analysts, due to the uncertainty created by the then-recent retroactive regulatory changes.

22. We explained to IC that the anticipated cost of building the fourth carrier would be high. Merging Wind and Mobilicity (which IC and the federal government had signalled as their by far preferred outcome) would cost initially approximately $770 million. Catalyst anticipated a $200 million operating loss for the new merged carrier over the first two years. Catalyst was also aware that the new carrier could expect to spend between $500 million to $1 billion to build the necessary infrastructure to compete with the incumbents. The expected investment in the fourth carrier would therefore total between $1.5 and $2 billion over time.

23. Catalyst outlined three possible scenarios faced by the government regarding their "fourth carrier" strategy. The first was a combination of Wind and Mobilicity that focused on the retail market. The second was a combination of Wind and Mobilicity that rented its spectrum to incumbents as a wholesaler via a competitive bidding process. The third was to support a sale of Mobilicity to an incumbent, with litigation with the federal government to force the sale as part of the strategy. This would put the federal government at risk for increased damages if they initially scuttled a proposed deal with an incumbent and likely result in a "free option" to the upside at the government's expense.

24. The first two scenarios required different concessions from IC and the government of Canada.

25. To make a retail carrier ("Option 1") viable, IC had to offer the following:

(a) Regulations to guarantee wholesale and roaming costs, including a "cost-plus" approach to tower sharing costs[1] and a cap on roaming fees;

(b) The freedom to allow the new carrier to partner with or swap spectrum with an incumbent to fill spectrum requirements and provide the necessary coverage for subscribers;

(c) The freedom to use the incumbents' networks outside of the license areas to expand the fourth carrier's coverage area; and

(d) The ability to exit the investment with no restrictions in five years (subject to an undertaking to pursue an IPO or strategic sale before selling to an incumbent).

[1] Tower sharing refers to payments to the owner of a cell phone tower (typically an incumbent) to access the tower.

26. In order to make a wholesale carrier ("Option 2") viable IC had to offer the following:

(a) The freedom to allow the new carrier to partner with or swap spectrum with an incumbent to fill spectrum requirements and provide the necessary coverage nationwide communications; and

(b) The ability to exit the investment with no restrictions in five years (subject to an undertaking to pursue an IPO or strategic sale before selling to an incumbent). This was a critical issue since it would re-instate the ability to access arms-length financing while eliminating the risk of litigation against the federal government.

27. The third scenario, which would see no merger of Wind and Mobilicity and, instead, litigation regarding the sale of on or more new entrants to an incumbent (like the sale of Mobilicity to Telus and eventually litigation related thereto), required no concessions from IC. It also carried the lowest financial risk and the highest potential return for a bidder (such as West Face for Wind) but was simply not open to Catalyst.

28. Moyse was intimately aware of all of paragraphs 25-26, but specifically knew, and was involved in the specific analysis and conclusions found in paragraph 27 due to his involvement in the file.

29. All of the concessions sought from IC were important. However, Catalyst's request to sell the fourth wireless carrier without restriction after five years was crucial given the retroactive and unilateral changes to the historical licenses and the impact on the economics of option 1 and 2 and the finance-ability of either. Without this comfort, there was a substantial risk that whoever purchased Wind would have to pursue option 3, potentially as part of a CCAA

filing. Although option 3 was clearly the best financial option for a potential bidder, such was the worst for both Catalyst and the federal government. Moyse understood this dynamic extremely well.

30. During the March 27 meeting, IC, the PCO and the PMO delivered an "unofficial" message that it was considering Catalyst's approach and softening toward the regulatory concessions Catalyst sought.

31. After the March 27 meeting, I informed the Catalyst team working on telecom files generally, and Mobilicity and Wind specifically – including Moyse – that I believed that based on IC's and the federal government's unofficial message, the discussion in the meetings, and the risks that they faced regarding the retroactive and unilateral treatment of historical licenses and their now explicit acknowledgment of such, IC was softening to our position and would eventually give us the concessions that we sought – but would seek to manage such no matter what.

Negotiations with VimpelCom in May of 2014

32. On May 6, 2014, de Alba informed me and the rest of Catalyst's deal team that VimpelCom had delivered acceptable terms to them for Catalyst's purchase of Wind. Importantly, the $300 million in cash required by VimpelCom was far less than the value of Wind's spectrum assets under any of options 1-3 and it was known, including by Moyse, to be acceptable to Catalyst.

33. The entire Catalyst team, including Moyse, knew that I was adamant that any share purchase agreement with VimpelCom regarding Wind had to include a condition of government approval. This was particularly important given Catalyst's confidential knowledge regarding the

softening posture of IC, the PCO, and PMO and their concerns about the retroactive and unilateral treatment of the 2008 spectrum licenses. The entire Catalyst team, including Moyse, knew it was Catalyst's strategy to deliver to IC and the federal government their "dream deal" of merging Mobilicity and Wind, but to put them in a position of having no choice but to provide the regulatory approvals requested by Catalyst for option 1 or 2 or, suffer the potential fallout of having had someone deliver to them their publicly touted "fourth carrier" but having killed such on arrival unreasonably. It also had the advantage for the government of avoiding the feared litigation under option 3 regarding the unilateral and retroactive changes to the 2008 licenses. It was paramount in this strategy that Catalyst fulfill its commitments to the federal government while also controlling its regulatory risk. As a result, VimpelCom had to bear the risk that IC would not approve a transaction which, in turn, would in theory force the government to accede to Catalyst's regulatory requests. In my May 6 email response, attached as Exhibit 2, I made this point clear to the Catalyst team, including Moyse. I adopted this position because of the nature of our confidential and proprietary information regarding IC's, the PCO's, and the PMO's concerns and attitudes.

34. On May 7, 2014, Drysdale informed me that IC would not provide us with an agreement in writing that we could sell spectrum licenses in Wind or Mobilicity in five years. Catalyst's team, including Moyse, knew that the partners and I believed this to be a negotiation posture. We believed and told the team, including Moyse, that at minimum a fourth carrier would be focused on wholesaling, as described in "Option 2" in our March 27 presentation, that such was the fall back position given our bidding strategy with VimpelCom and the federal government. Furthermore, given the conversations with IC and the federal government, it was clear the collateral value of historical spectrum not only covered our current and proposed investment if

the bidding strategy worked, but would actually likely improve in time as the federal government (voluntarily or otherwise via litigation) relaxed it retroactive and unilateral posture regarding the 2008 licences. I told our deal team, including Moyse, that either our bidding strategy would succeed in getting the regulatory relief requested, or the likely success of the contemplated litigation against the federal government would ultimately support the collateral value of the 2008 spectrum. Knowledge of this analysis and approach would prove invaluable to any other potential bidder since it in essence would massively mitigate, if not entirely eliminate, their financial risk in bidding, or anyone with 2008 spectrum, should they agree with such analysis given the added benefit of IC and the federal government's "body language".

Meeting with IC on May 12, 2014

35. Riley, Drysdale and I returned to Ottawa on May 12, 2014 to discuss the regulatory landscape. Moyse helped prepare and likely led the final process regarding another presentation to be used at these meetings. Amongst other things, he incorporated the analysis of Catalyst's partners into this presentation. The presentation was also crafted to open the door for me to further discuss Catalyst's analysis of the risks and consequences associated with the retroactive and unilateral regulator conditions imposed on the historical spectrum licenses. A copy of the presentation is attached as Exhibit 3.

36. At the May 12 meetings, we explained that since the March 27 meetings, the commercial landscape had changed for the worse due to reactions to the federal government's retroactively and unilaterally imposed regulatory conditions. Catalyst made it clear that under the circumstances the most viable model was a wholesale fourth carrier that would lease spectrum to the incumbents. Our analysis of Wind had revealed the significant cost of operating it while simultaneously expanding its infrastructure. Importantly, Wind had confirmed our fears that it

did not have the technological ability to continue operating after 2018 in its current state (*ie.* lack of LTE spectrum. Wind therefore needed additional spectrum as soon as possible and significantly more capital in order to have a chance to compete as a retail operator. However, they had no certainty as to how additional LTE spectrum would be auctioned or even if they would or could win such an auction. This was a particularly significant risk for anyone if Wind was not merged with Mobilicity. Moyse and the team were intimately aware of these facts. Furthermore, Catalyst was absolutely clear that the recent retroactive and unilateral actions taken regarding historical licenses had made it virtually impossible to finance a proper build-out through arms-length means like the public or private credit markets. I suggested that parties would more likely consider financing option 3 litigation and therefore they should not assume such would disappear as a very real risk if a new entrant experienced cash flow issues. Moyse was aware and could present all of such to anyone interested in understanding the situation but wanted to avoid the expense and time of doing such analysis on their own.

37. Catalyst repeated its explanation that it required the ability to enter into subordinate licences with the incumbents to exchange and distribute spectrum to fill gaps in the network and facilitate nationwide communication if option 2 was to be pursued and it was the government's confirmed desire to truly have a fourth national carrier.

38. Officially IC remained concerned regarding approval of a wholesaler option. It also refused to officially agree to a five-year exit strategy for whoever purchased Wind. At the time, I believed that IC was taking a hard negotiating position to attempt to force a fourth carrier into the retail market but especially to force the Mobilicity/Wind merger that they had explicitly stated as their most desired outcome was as few regulatory concessions as possible until faced with a definitive and "live" deal. Catalyst was therefore taking positions that were intended to

ensure an investment in the fourth carrier made financial sense, received the regulatory support outlined as needed for option 1 and preventing the government from not supporting a future possible Wind/Mobilicity merger. It was clearly as intended to ensure no last minute surprises "spooked" IC and/or the federal government and provided them with sufficient time to prepare for what we saw as inevitable. All of such analyses, strategies and intended tactics were well known to the entire team, and especially Moyse.

39. As with the March 27 meeting, we immediately returned to Catalyst and I informed the deal team, including Moyse, that IC's and the federal government's position regarding our requested regulatory concessions continued to soften and the regulators would eventually bend on their hardline stance that no concessions would be granted to Catalyst. I made it clear that based on the attendees at the meetings and the questions asked, it was a virtual certainty that the government's view was that either a party would litigate with the federal government regarding their retroactive actions or they would eventually have to make the regulatory concessions requested. However, it was also disclosed to the team that it was my view that the federal government wrongly believed it could (or at least would try to)'bluff" Catalyst because of our explicit position that we would avoid direct litigation with the government given our involvement in other regulated businesses. I disclosed to the team that ultimately the government was in a "no-win" position – either concede on regulations (and get what they wanted politically) or face embarrassing and protracted litigation. Moyse and the team were perfectly aware of this.

Deal With VimpelCom Substantially Settled on August 3, 2014

40. I understood from de Alba that Catalyst had essentially concluded negotiations with VimpelCom at the end of July of 2014, but minor issues with third parties remained. I knew some concerns remained relating to third party vendor debt but I understood that these were

being addressed by the parties and would not prevent the parties from agreeing to terms – nor did any of these parties have any real alternatives at that time to a Catalyst deal.

41. On August 3, 2014, I received an email from Drysdale regarding further discussions with IC, attached as Exhibit 4. I informed Drysdale that Catalyst was very close to a deal and wanted to check IC's "temperature". Drysdale reported back that IC was allegedly adamant the regulatory framework would not change and that there would be no concessions. As I disclosed to Drysdale, this was, in my opinion, a desperate attempt by IC and the federal government to avoid Catalyst demanding concessions as a condition to a deal as such would prove potentially troublesome to them. This would also be the first time IC and the federal government were presented with a real and viable potential fourth carrier option. Drysdale reported an interesting comment from IC; namely, that when confronted with the scenario where no one agrees to build the fourth carrier, IC and the federal government claimed to have "mitigating strategies" to address the situation. This strategy was understood by me and other as really meaning they had no current alternative to our proposed approach. I specifically stated that there inability to provide specifics thereof was very telling.

42. This alerted me to the fact that IC and the federal government did not have a back-up plan and had in fact listened very carefully to Catalyst's proposal. It was clear that IC and the government were approaching this negotiation from either a position of desperation and reduced credibility or a mis-perceived position of strength. IC may not have understood that investors would be very cautious and doubtful, especially in light of the recent unilateral and retroactive regulatory actions taken regarding historical spectrum and the effect thereof, that no one would believe that they could earn a reasonable rate of return without certainty of an exit strategy or regulatory changes or otherwise IC and the federal government simply lacked credibility on this

issue of a "mitigating strategy". I was confident that, in time, IC would have no choice but to agree to the concessions Catalyst needed in order for its investment to succeed as either option 1 or option 2 or alternatively, Catalyst and other would passively participated and benefit from option 3. In fact, their message to Drysale traced their "unofficial" messaging in our meetings which I had communicated back to the deal team, including Moyse, after the March and May 2014 meetings.

VimpelCom Fails to Approve Deal with Catalyst

43. On August 11, 2014, I asked the Catalyst team for an update regarding the status with VimpelCom. We had substantially settled the share purchase agreement but VimpelCom's Board of Directors had not approved the transaction. This was concerning because in my experience, a board of directors will not typically try to alter key points on a deal after management spent months negotiating terms. In fact, my experience is that management negotiates terms with a potential purchaser with its board's on-going knowledge and support.

44. I was informed by Jon Levin and de Alba that VimpelCom had a concern about allocation of risk regarding "regulatory approval". This was difficult to believe. Importantly, Catalyst had been adamant from day one that it would not waive the regulatory approval condition. I intended to hold fast to the condition for reasons discussed at length over the life of the file with the entire deal team, including Moyse, and this condition was strategically critical to our overall plan. Given the recent discussions and all of the work to date, we strongly believed that the government have no choice but to cooperate. I was frustrated by VimpelCom's delay and insisted that we needed to push VimpelCom to complete the deal immediately. Attached as Exhibit 5 is my August 11 correspondence with the Catalyst team.

45. Despite VimpelCom's sudden concerns about regulatory risk, during the late evening on August 11, 2014, I understand from de Alba that Catalyst and VimpelCom had a call with IC during which the parties told IC that the "deal was done".

46. I am told by de Alba that Catalyst and VimpelCom had agreed on a timetable for regulatory approvals weeks earlier. However, suddenly by August 15, 2014 VimpelCom insisted on a new term that provided for a $5-20 million break fee if regulatory approval was not granted within 60 days, which everyone knew was highly unusual and, on its own, unreasonable. Ultimately, Catalyst could not close the deal with VimpelCom because of VimpelCom's insistence on this new term.

Moyse and West Face

47. On June 20, 2014, I suggested to de Alba that he contact Greg Boland and ask West Face to respect the six month non-competition clause in Moyse's employment agreement.

48. I understand from de Alba that de Alba called Boland to have this discussion, at which time Boland told de Alba to "go fuck yourself".

49. This was surprising because there was no apparent or obvious reason for West Face to act so aggressively about hiring an analyst from a competitor.

50. I swear this affidavit in support of Catalyst's action against Moyse and West Face and for no other purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario on May 27th, 2016

Commissioner for Taking Affidavits, etc.

BRAD VERMEERSCH

Bradley W.T. Vermeersch
Barrister & Solicitor

NEWTON GLASSMAN

THE CATALYST CAPITAL GROUP INC.
Plaintiff

-and-

BRANDON MOYSE and WEST FACE CAPITAL INC.
Defendants

Court File No. CV-14-507120

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PROCEEDING COMMENCED AT
TORONTO

AFFIDAVIT OF NEWTON GLASSMAN
(SWORN MAY 27, 2016)

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