

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

THE CATALYST CAPITAL GROUP INC.

Plaintiff/Moving Party

- and -

BRANDON MOYSE and WEST FACE CAPITAL INC.

Defendants/Responding Parties

ANSWERS TO UNDERTAKINGS, UNDER ADVISEMENTS, AND REFUSALS

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West Face Capital Inc.

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Plaintiff/Moving Party

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(Cross-examination of Asser El Shanawany held May 12, 2015)**

No.	Category	Page No.	Question / Undertaking	Answer or precise basis for refusal
1	U/A	51, 52	To advise what is the proportion of financing that is going to be looked for from the existing WIND shareholders going forward and to advise, of that proportion, what percentage is expected to be contributed by West Face.	WIND cannot at present determine the amount, purpose or composition of future financing, which will depend on the circumstances at such future date as financing may occur. WIND's shareholders are subject to a confidential shareholders' agreement which provides, in relevant part, that a super-majority of shareholders must agree to: (a) any material capital issuance, whether by debt or equity; (b) any executive changes; (c) any initial public offering; and (d) the annual budget. By virtue of the super-

UTS000244/2

No.	Category	Page No.	Question / Undertaking	Answer or precise basis for refusal
				majority requirement, West Face and any one other shareholder can effectively veto any financing of WIND.

May 27, 2015

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UTS000244/3

THE CATALYST CAPITAL GROUP INC.

and

BRANDON MOYSE and WEST FACE
CAPITAL INC.

Court File No: CV-14-507120

Plaintiff

Defendants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**ANSWERS TO UNDERTAKINGS, UNDER
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UTS000244/4