

December 4, 2012

Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

Dear Sirs/Mesdames:

**Re: Corporate Catalyst Acquisition Inc.
SEDAR Project #: 01976284**

We refer you to the long form final prospectus dated December 4, 2012 (the “Prospectus”) relating to the issuance of common shares of the Corporation.

We hereby consent to the reference to our legal opinion under the heading “Eligibility for Investment” in the Prospectus, which opinion is provided as of the date of the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our legal opinion provided in the Prospectus, or (ii) within our knowledge as a result of the services performed by us in connection with such opinion.

Yours truly,

McMillan LLP