

CORPORATE CATALYST ACQUISITION INC.

181 Bay Street, Suite 4400
Toronto, Ontario
M5J 2T3

PROXY

**FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 17, 2013**

PROXY SOLICITED BY THE MANAGEMENT OF CORPORATE CATALYST ACQUISITION INC. (the “**Corporation**”) for the Annual General and Special Meeting of Shareholders to be held on September 17, 2013. The undersigned shareholder of the Corporation hereby appoints Paul Kelly, Chief Executive Officer and Chief Financial Officer of the Corporation, or failing him, Morris Prychidny, director of the Corporation, or instead of either of them, _____ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General and Special Meeting of Shareholders of the Corporation to be held at the offices of the Corporation, located at 181 Bay Street, Suite 4400, Toronto, Ontario at 10:00 a.m. (Toronto time) on Tuesday, September 17, 2013 and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as follows:

1. ELECTION OF DIRECTORS **FOR all nominees listed below, or such other nominees as may be duly put forth in their place by Management** (except as marked to the contrary below). **WITHHOLD FROM VOTING** for all nominees listed below, or such other nominees as may be duly put forth in their place by Management.
- | | | | | | |
|--------------------------------|------------------------------|-----------------------------------|----------------------------|------------------------------|-----------------------------------|
| 01 Paul Kelly | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD | 05 Morris Prychidny | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD |
| 02 Anthony F. Griffiths | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD | 06 Eric P. Salsberg | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD |
| 03 Philip Cunningham | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD | 07 Boyd Taylor | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD |
| 04 Paul F. Little | <input type="checkbox"/> FOR | <input type="checkbox"/> WITHHOLD | | | |
2. RESOLUTION APPROVING THE RE-APPOINTMENT OF COLLINS BARROW TORONTO LLP as auditors of the Corporation and authorizing the directors to fix their remuneration.
 FOR **WITHHOLD**
3. RESOLUTION APPROVING THE STOCK OPTION PLAN of the Corporation as described in the accompanying Management Information Circular.
 FOR **AGAINST**

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION’S TRANSFER AGENT, OLYMPIA TRANSFER SERVICES INC., 120 ADELAIDE STREET WEST, SUITE 920, TORONTO, ONTARIO, M5H 1T1, NOT LATER THAN 10:00 A.M., TORONTO TIME, ON FRIDAY, SEPTEMBER 13, 2013 OR, IF THE MEETING IS ADJOURNED, 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE ANY ADJOURNED MEETING.

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED

DATED this _____ day of _____, 2013

Name of Shareholder (please print)

Signature of Shareholder

(see important information and instructions on reverse side)

IMPORTANT INFORMATION AND INSTRUCTIONS

1. The common shares represented by this proxy instrument will be voted in accordance with the instructions provided herein.
2. **EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM OR HER AT THE MEETING OTHER THAN THE PERSON SPECIFIED ABOVE.** Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the accompanying Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
6. If the shareholder appoints the person designated above as his proxy to attend and act at the said meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder or any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**