

399 PARK AVENUE
5TH FLOOR
NEW YORK, NEW YORK 10022

T 212. 883-3800
F 212. 880-4260

MOELIS & COMPANY

R-3

April 2, 2015

Cliffs Québec Iron Mining ULC
1155 Rue University, Suite 508
Montreal, Québec
H3B 3A7

Attention: Mr. P. Kelly Tompkins, President

Re: Engagement of Moelis & Company LLC as Mergers and Acquisitions Financial Advisor
in the Matter of the Plan of Arrangement of Bloom Lake General Partner Limited et al.

Dear Mr. Tompkins:

As requested, the present letter describes the experience of Moelis & Company LLC ("**Moelis**") in acting as mergers and acquisitions financial advisor to companies in the mining industry (inside and outside of formal insolvency proceedings) as well as experience in Canadian court-supervised sales and investment solicitation processes under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). We have been asked to provide the present letter in the context of the engagement of Moelis pursuant to the engagement letter dated as of March 23, 2015 (the "**Engagement Letter**") for the purposes of acting as mergers and acquisitions financial advisor to, *inter alia*, Bloom Lake General Partner Limited, Quinto Mining Corporation, 8568391 Canada Limited, Cliffs Quebec Iron Mining ULC, The Bloom Lake Iron Order Mine Limited Partnership and Bloom Lake Railway Company Limited (collectively, the "**CCAA Parties**") in the CCAA proceedings before the Superior Court of Quebec in court file number 500-11-048114-157 (the "**CCAA Proceedings**").

Moelis is an investment banking firm with its principal office in New York, New York; it is a registered broker-dealer with the United States Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority. Moelis was founded in 2007 and is a wholly owned subsidiary of Moelis & Company Group LP ("**Moelis Group**"), which, together with its subsidiaries, has approximately 500 employees based in 15 offices in North and South America, Europe, the Middle East, Asia and Australia. Moelis Group is a subsidiary of Moelis & Company, a public company listed on the New York Stock Exchange.

Moelis provides a broad range of financial advisory services to its clients, including: (a) general corporate finance; (b) mergers, acquisitions, and divestitures; (c) corporate restructurings; (d) special committee assignments; and (e) capital raising. Moelis and its senior professionals have extensive experience in the reorganization and restructuring of distressed companies, both out-of-court and in U.S. chapter 11 cases and Canadian CCAA matters.

399 PARK AVENUE
5TH FLOOR
NEW YORK, NEW YORK 10022

T 212. 883-3800
F 212. 880-4260

MOELIS & COMPANY

Moelis' business reorganization professionals have served as financial advisors in numerous transactions, including.

- Advisor to the Ad Hoc Committee of Senior Secured Noteholders on Catalyst Paper Corporation's CCAA and Chapter 15 Plan of Reorganization in Canada and the U.S., respectively
- Financial Advisor to Veris Gold Corporation on its CCAA and Chapter 15 Plan of Reorganization in Canada and the U.S., respectively
- Financial Advisor to the Committee of Medium Term Noteholders on Yellow Media Inc's CBCA Plan of Reorganization in Canada
- Financial Advisor to Gateway Casinos & Entertainment Limited on its CBCA Plan of Arrangement in Canada
- Financial Advisor to the Ad Hoc Committee of Noteholders on Sino-Forest Corporation's CCAA Plan of Reorganization in Canada
- Financial Advisor to Senior Secured and Unsecured Bondholders on New World Resources' Scheme of Arrangement in the U.K.
- Exclusive Financial Advisor to Mitsui & Co., Ltd. on the sale of its 25% interest in Silver Bell Mining LLC
- Exclusive Financial Advisor to Trinity Coal on its Chapter 11 Plan of Reorganization in the U.S.
- Financial Advisor to White Tiger Mining on its merger with Century Mining Corporation
- Exclusive Financial Advisor to Comstock Mining Inc. on the restructuring of senior secured debt and related obligations

The CCAA Parties have selected Moelis as their financial advisor based upon, among other things: (a) the CCAA Parties' need to retain a skilled financial advisory firm to provide advice with respect to the CCAA Parties' complex restructuring activities; (b) Moelis' experience and reputation in providing financial advisory services in complex chapter 11 and CCAA cases such as these; and (c) Moelis' knowledge of the CCAA Parties, as described below. In light of the size and complexity of these CCAA Proceedings, Moelis' resources, capabilities, and experience in advising the CCAA Parties are crucial to the CCAA Parties' successful restructuring. An experienced mergers and acquisitions financial advisor such as Moelis fulfills a critical need that

399 PARK AVENUE
5TH FLOOR
NEW YORK, NEW YORK 10022

T 212. 883-3800
F 212. 880-4260

MOELIS & COMPANY

complements the services offered by the CCAA Parties' other restructuring professionals. For these reasons, the CCAA Parties require the services of a capable and experienced financial advisor such as Moelis.

Moelis has been advising the CCAA Parties on strategic and restructuring initiatives since January 27, 2015. As mentioned above, on March 23, 2015, Moelis and, *inter alia*, the CCAA Parties entered into the Engagement Letter whereby Moelis agreed to act as the CCAA Parties' exclusive mergers and acquisitions financial advisor in Transaction (each as defined in the Engagement Letter).

As a result of its work with the CCAA Parties, Moelis has developed valuable institutional knowledge regarding the CCAA Parties' business, financial affairs, operations, capital structure, and other material information. Having worked with the CCAA Parties' management and their other advisors, Moelis has developed relevant experience and expertise regarding the CCAA Parties that will assist it in providing effective and efficient services in these CCAA Proceedings. Accordingly, Moelis is well-qualified to represent the CCAA Parties in a cost-effective, efficient, and timely manner, and the retention of Moelis is in the best interests of the CCAA Parties, their creditors, and all parties in interest.

Very truly yours,

MOELIS & COMPANY LLC

By: 

Name: Mark W. Henkels

Title: Managing Director