

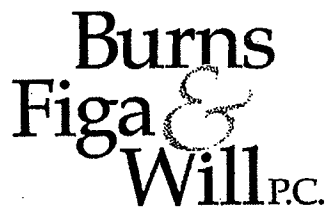
This is Exhibit "C"
referred to in the affidavit of
GARTH WONG

Sworn before me this 17 day of JULY, 2013.

A handwritten signature in black ink, appearing to read 'Matti Lemmens', written over a horizontal line.

**A Commissioner for Oaths for the Province
of Alberta**

MATTI LEMMENS
Barrister & Solicitor



THERESA M. MEHRINGER
tmehring@bfw-law.com

June 3, 2011

Via Email

Oilsands Quest Inc.
Attn: Leigh Peters
Vice President, Legal
800, 326 – 11th Avenue SW
Calgary, Alberta, Canada T2R 0C5

Re: Class Action Suit #11-CV-1288 (the "Class Action Suit")
Waiver and Confirmation re Legal Representation

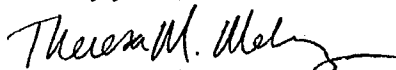
Dear Leigh:

As you know, we historically represented Oilsands Quest Inc. ("OQI") in a number of matters. Certain defendants in the Class Action Suit have asked this firm to represent them in connection with their defense of the Class Action Suit. We understand that OQI has obtained separate legal counsel and will not be using this firm for its defense. We have reviewed the complaint and corresponded with the individual directors requesting our engagement, being Thomas Milne and W. Scott Thompson (the "Directors"), and do not believe that our representation of the Directors will be directly adverse to OQI or that there is a significant risk that the representation of these Directors will be materially limited by our responsibilities to OQI. We point out that we have provided no services in the past year to OQI.

We are requesting that you provide your informed consent to this representation by executing the duplicate copy of this letter where indicated below and returning to us via email.

If you are unable to provide the consent we request, we would appreciate prompt notification of that fact in order to communicate this to the Directors.

Sincerely yours,


Theresa M. Mehringer
For the Firm

Cc: Robyn Tarnofsky, Esq.

Oilsands Quest Inc.
June 3, 2011
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BURNS, FIGA & WILL, P.C.

On behalf of Oilsands Quest Inc. and in consideration of the foregoing, I hereby consent to Burns, Figa & Will, P.C. providing legal representation to the Directors.

June __, 2011

Oilsands Quest Inc.

By: _____
Title: _____