Please provide the following data with this proposal form:

The most recent annual report and accounts.

Any interim financial statements that have been issued subsequent to 1 above.

Any other information requested elsewhere in the proposal form.

## Part 1 Proposer General Details

1. Name of Company:
2. Main Address of Company:
3. Country of Incorporation of Company:
4. Company Registration Number:
5. Business Activities of Company:
6. Date of Incorporation of Company:
7. Official Website Address of Company:

## Part 2 Proposer Ownership Details

1. Is the Company:
2. Privately owned?  Yes  No b) Publicly owned?  Yes  No
3. Traded in any other way?  Yes  No

If the response to (c) above is yes please provide details:

1. If the Company is publicly owned:
2. Is it listed on any stock exchange?  Yes  No If yes, please state which:
3. Please provide:
4. the total number of shareholders of the Company:
5. the total number of shares held directly and indirectly by the directors and officers of the Company:
6. details of all shareholdings representing 15% or more of the issued ordinary share capital of the Company as below

Name of shareholder       % of issued ordinary share capital held

**Part 3 Proposer Prior Activity Details**

1. During the last 5 years, has the Company::
2. Name changed?  Yes  No If yes, please provide details:
3. Acquired any other company or acquired the business or assets of any other company?  Yes  No

If yes, please provide details:

1. Been acquired by or merged with any other company?  Yes  No

If yes, please provide details:

1. Had any subsidiary sold, divested or ceased trading for whatever reason?  Yes  No

If yes, please provide details:

1. Issued any securities or has the capital structure of the Company changed?  Yes  No

If yes, please provide details:

1. Changed its external auditor(s)?  Yes  No If yes, please provide details:
2. Have any directors or officers of the Company resigned or been replaced in the past 12 months?  Yes  No

If yes, please provide details:

## Part 4 Proposer Current and Future Activity Details

Is/does the Company:

1. In the process of acquiring any other company or the business or assets of any other company?

Yes  No If yes, please provide details:

1. Aware of any proposal relating to its acquisition or an acquisition of any subsidiary of it by another company or by any other party or parties?

Yes  No If yes, please provide details:

1. Currently undertaking or planning to undertake in the next 12 months any public or private offering of securities within Canada or anywhere else?

Yes  No If yes, please provide details:

1. Intending to remove or replace its external auditor(s) (or giving consideration to doing so) in the next 12 months?

Yes  No If yes, please provide details:

## Part 5 Proposer Additional Details

1. Do any directors or officers of the Company currently hold or have any directors, or have any directors or officers of the Company held during the past 12 months, any directorships in other companies at the specific request and/or direction of the Company?

Yes  No

If the response to the above is yes, please provide basic details in respect of the other companies in which directorships have been or are currently held as follows: (i) name, (ii) country of registration, (iii) activity, (iv) ownership (public or private), (v) reason for directorship and (vi) any Directors and Officers Liability insurance maintained.

1. Has the Company’s external auditor(s) given an unqualified opinion for each of the last 3 years?

Yes  No If no, please provide details:

1. Have all recommendations made by the Company’s external auditor(s) during the past 3 years been fully implemented?

Yes  No If no, please provide details:

1. Is the Company a regulated entity?

Yes  No If yes please list the regulatory bodies by which it is regulated:

## Part 6 Proposer North American Operations Details

1. Does the Company have any subsidiaries, joint ventures or other operations in the USA?

Yes  No

1. What is the amount of the total consolidated assets of all North American subsidiaries of the Company combined expressed as a percentage of the total consolidated assets of the Company?

USA:       % Canada:       %

1. What percentage of the Company’s total gross revenue is derived from North America?

USA:       % Canada:       %

1. Are any shares of the Company or any of its subsidiaries publicly traded in North America?

Yes  No

1. Does the Company or any of its subsidiaries have any debt instruments or other commercial paper in North America?

Yes  No

## Part 7 Claims Information

**Very important note: the following questions should be responded to after full enquiry of the Proposer. Where used in the this Part 7, “Proposer” means the Company, its subsidiaries, any other company or other person(s) insured under the policy and any directors or officers of any of the forgoing.**

1. Has the Proposer ever been subject to a regulatory investigation?

Yes  No

If yes, please provide details:

1. If the response to (a) above is yes, did the investigation in question result in any disciplinary proceedings, admonishment, or recommendations?

Yes  No

If yes, please provide details:

1. Has any claim been made against the Proposer during the past 5 years? Or has any Proposer ever been involved in any civil or criminal action or administrative proceeding during the past 5 years ?

Yes  No

If yes, please provide details:

1. Is the Proposer aware of or have any knowledge of any of any act, error, omission, fact, event or circumstances which might reasonably be expected to give rise to a claim that would be covered by a policy, if effected?

Yes  No

If yes, please provide details:

## Part 8 Prior Insurance

1. Does the Proposer currently maintain any Directors and Officers Liability insurance?

Yes  No

If yes, please provide details of the current insurer, limit and expiry/renewal date:

1. Has any prior policy of Directors and Officers Liability insurance effected by the Proposer ever been cancelled? Or has the Proposer ever been refused Directors and Officers Liability insurance?

Yes  No

If yes, please provide details:

Signing this proposal does not bind the proposer to complete this insurance

## Declaration

**Where used in the following declarations, “Proposer”** **means the Company, its subsidiaries, any other company or other person(s) insured under the policy and any directors or officers of any of the forgoing.**

I, the undersigned, declare that:

1. I am an authorised signatory of the Proposer.
2. I am authorised to sign this proposal form on behalf of the Proposer.
3. I have read and understood the notes in this proposal form, in particular the very important note in Part 7 of this proposal form.
4. The statements and particulars in this proposal form are true and no material facts have been misstated or suppressed after full enquiry.
5. I agree that this proposal, together with any other information supplied shall form the basis of the contract of insurance affected thereon.
6. I undertake to inform Insurers of any material alterations to those facts occurring before the completion of the contract of insurance.

A material fact is one which would influence the acceptance or assessment of the risk.

**Signed:**

**Title:**

**Company:**

**Date:**

It is very important that the Proposer and signatory of this proposal form is aware of the nature and scope of the insurance that will be afforded by a policy, if effected, in order to respond accurately to the questions in this proposal form. If necessary, the Proposer and/or signatory of this proposal form should consult their insurance broker or agent, as non-disclosure of material facts may prejudice the rights of the Proposer to be indemnified under a policy, if effected.