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MANAGEMENT LIABILITY INSURANCE APPLICATION FORM

INSTRUCTIONS:

- Please complete all questions. If a question is not applicable, please answer "N/A".
- If additional space is required for any response, please continue your response in the ADDITIONAL INFORMATION section at the back of this Application Form.
- Please make certain the application is currently dated and signed by either: the Chief Executive Officer, the Chairman of the Board, the President or the Chief Financial Officer of the Company.
- The term "Applicant" includes all subsidiaries which are more than 50% owned proposed for this insurance

SECTION 1: GENERAL INFORMATION

1.1 Please provide the following details:

Name of Applicant: _____

Address of Applicant: _____

City / Prov. / Post Code: _____

Website Address: _____ Date of Incorporation: ____ / ____ / ____

1.2 Please state the Applicant's business structure:

Privately Incorporated Publicly Incorporated Partnership Other: _____

1.3 Please briefly describe the nature of your business:

1.4 Please list all Subsidiaries for which coverage is desired:

Name of Subsidiary:	Nature of Business:	% of Ownership	Country Incorporated

1.5 Please list number of employees and locations for each:

Territory:	Full Time Employees:	Part Time Employees:	Independent Contractors:	Number of Locations
Canada				
United States				
Rest of the World				

If any employees located in the United States, please list all locations by State:

Locations	Number of US Full Time/ Part Time Employees and/ or Independent Contractors

1.6 Has the Applicant in the past three (3) years:

- a) any mergers, acquisitions, consolidations or divestiture involving the company? Yes No
- b) any private placement or other offering securities? Yes No
- c) any bankruptcy proceeding, reorganization or any other arrangement with creditors under federal, provincial, or state law? Yes No

If "Yes", please provide complete details in the ADDITIONAL INFORMATION section at the end of this application form.

SECTION 2: FINANCIAL INFORMATION

2.1 Please provide the following information including all subsidiaries:

Based on Financial Statements:	Most Recent Fiscal Year End:
Current Assets	\$
Total Assets	\$
Current Liabilities	\$
Long Term Debt	\$
Total Revenues	\$
<input type="checkbox"/> Net Income or <input type="checkbox"/> Net Loss	\$

- 2.2 Has the Applicant changed auditors in the past five (5) year? Yes No
- 2.3 Is the Applicant currently, or has it been in the past 24 months, been in violation of or has it amended any debt covenant or loan agreement? Yes No
- 2.4 Is the Applicant currently in arrears in its payments to the Canada Revenue Agency or the provincial ministries of revenue? (including source deductions, GST and PST) Yes No

If you answered "Yes" to any of the above questions, or have any additional comments please provide complete details in the ADDITIONAL INFORMATION section at the end of this application form.

SECTION 3: DIRECTORS & OFFICERS INFORMATION

- 3.1 On what exchange is stock publicly traded, if any: _____ The stock symbol: _____
- 3.2 Please state the total number of common shares outstanding: _____
- 3.3 Please state the total number of common shareholders: _____
- 3.4 Please state the % of shares held by Directors and Officers: _____%

- 3.5 Does any shareholder of the Applicant own 10 percent (10%) or more of the voting shares directly or beneficially? Yes No

If "Yes", please complete the table below

Name of Shareholder	% of ownership	Represented on the Board:
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No

- 3.6 Does the Company have:
- a) an audit Committee? Yes No
 - b) an Investment Committee? Yes No
 - c) a Compensation Committee? Yes No
 - d) a Corporate Governance Committee? Yes No
 - e) an ESG Committee? Yes No

- 3.7 Does the Company have any written policies and procedures addressing the following:
- a) Regulatory Compliance? Yes No
 - b) Insider Trading? Yes No
 - c) Corporate Communication and Public Disclosure? Yes No
 - d) Periodic Reporting? Yes No

- 3.8 From whom does the board obtain legal advice relating to securities law?
- In Canada? _____
- In USA? _____

- 3.9 If you answered "Yes" to any of the questions below, or have any additional comments, please provide complete details in the ADDITIONAL INFORMATION section at the end of this application form.

- a) Has the Company ever been de-listed/ suspended from any stock exchange? Yes No
- b) Does the Company have any other securities which are convertible to common stock? Yes No
- c) Has there been any change in directors and officers or senior management in the past year? Yes No
- d) Are there currently outstanding loans to any director or officer? Yes No
- e) Has the Company filed a prospectus with any securities commission in the past 18 months? Yes No
- f) Are there currently outstanding loans to any director or officer? Yes No
- g) Does the Company plan to announce any public or private offering of securities in the next year? Yes No
- h) Has the Company been involved in, or does it expect to become involved in any of the following?

	<u>Last 12 Months</u>	<u>Currently</u>	<u>Next 12 Months</u>
Acquisitions	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Merger	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Tender Offer	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Divestiture	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

SECTION 4: EMPLOYMENT PRACTICES INFORMATION

Only complete this section if the Applicant requires employment practices liability coverage

4.1 For the past three (3) years, please provide the turnover figures of all employees (all locations)

	Year: _____	Year: _____	Year: _____
Voluntary Terminations			
Involuntary Terminations			
Layoffs			

4.2 Does the Applicant have a full-time Human Resources manager or the equivalent? Yes No

4.3 Does the Applicant have written procedures in place for the following:

- a) Discrimination? Yes No
- b) Employee terminations? Yes No
- c) Progressive discipline policies and procedures? Yes No
- d) Employment evaluations? Yes No
- e) Accommodating the disabled? Yes No
- f) Employee grievances or complaints? Yes No
- g) Sexual harassment and workplace harassment? Yes No
- h) Use of Company electronic mail, voice mail and Internet access? Yes No

4.4 Does the Applicant distribute the above-listed procedures to all employees? Yes No

4.5 Does the Applicant use outside counsel for employment advice? Yes No

4.6 Is the Applicant or any of its Subsidiaries currently undergoing or does the Applicant or any of its Subsidiaries contemplate undergoing during the next twelve (12) months, any employee layoff or early retirements programs? Yes No

If "Yes", please provide complete details in the ADDITIONAL INFORMATION section at the end of this application form

SECTION 5: FIDUCIARY LIABILITY INFORMATION

Only complete this section if the Applicant requires fiduciary liability coverage

5.1 Please provide the name of the firm(s) providing the following services:

Plan Administrator	Legal Counsel *	Actuary	Investment Manager

5.2 Please provide the following information for each Plan to be covered:

Full Plan Name	Type of Plan *	No. of Participants	Plan Assets	Plan Status**

* Welfare (W), Defined Benefit (DB), Defined Contribution (DC), ESOP (ESOP), Other (O)

** Active (A), Merged (M), Sold (S), Terminated (T), Frozen (F)

5.3 Has an actuary certified that the plans are adequately funded? Yes No

5.4 Do all of the plans conform to the standard eligibility, participation, vesting and other provisions of, in Canada, the Pension Benefits Standards Act, 1985 and any similar provincial statute, or in the U.S., ERISA? Yes No

5.5 Does the Applicant have any outstanding delinquent contributions to any plans? Yes No
If "Yes", please explain in the ADDITIONAL INFORMATION section

5.6 Does the Applicant plan on terminating, suspending, merging or dissolving any Plans within the next twelve (12) months?

Yes No

If "Yes", please explain in the ADDITIONAL INFORMATION section.

SECTION 6: CYBER AND PRIVACY

Only complete this section if the Applicant requires cyber and privacy coverage

6.1 Does the Applicant have procedures and protocols in place covering compliance with all applicable privacy regulations?

Yes No

6.2 Does the Applicant have IT security procedures and protocols in place that govern the handling and storage of sensitive information?

Yes No

6.3 Does the Applicant ensure that all sensitive personally identifiable data (including credit and debit card information) is encrypted while standing and during transmission?

Yes No

6.4 Does the Applicant have anti-virus software installed and enabled on all desktops, laptops, and servers (excluding database servers) and is it updated on a regular basis?

Yes No

6.5 Does the Applicant have firewalls installed on all external gateways?

Yes No

6.6 Does the Applicant make regular back-ups (at minimum weekly) of all critical data and store the same offsite or in a fire-proof safe or can the Applicant confirm that their outsourced service provider meets this requirement?

Yes No

6.7 If the Applicant accepts payment cards (debit or credit) as form of payment, is the Applicant compliant with the Payment Card Industry (PCI) Data Security Standard?

Yes No

If there are any additional comments with respect to the Applicant's IT security, please explain in the ADDITIONAL INFORMATION section at the end of this application form.

SECTION 7: CRIME

Only complete this section if the Applicant requires Crime coverage

7.1 Is there an annual audit by an independent CA, CMA, CGA, public accountant or equivalent?

Yes No

7.2 Is there an Auditors letter to management on internal controls?

Yes No

If so, please provide a copy of the latest letter

7.3 Is there an internal audit by an Internal Audit Department?

Yes No

7.4 How often are bank accounts reconciled? Weekly Monthly

7.5 Are bank accounts reconciled by someone not authorized to deposit or withdraw therefrom?

Yes No

7.6 Is countersignature of cheques required at all locations?

Yes No

If not, please provide details of security measures taken to prevent unauthorised issuance of cheques

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7.7 Are background checks performed on all prospective employees?

Yes No

7.8 Are the finance and accounts department employees required to take two weeks consecutive weeks vacation each year?

Yes No

SECTION 8: INSURANCE COVERAGE REQUIREMENTS

8.1 Please provide details of the Applicant's current insurance coverage or the cover the Applicant requires if this is the first time applying for this coverage:

Coverage	Limit:	Retention:	Prior & Pending Date:	Premium:
Directors and Officers Liability:				
Employment Practices Liability:				
Fiduciary Liability:				
Cyber and Privacy:				
Crime:				

8.2 What date would the Applicant like to incept coverage? _____

SECTION 9: CLAIMS INFORMATION

Regarding all types of insurance to which this application form relates:

- Is the Applicant aware of any loss or damage, whether insured or not, that has occurred to any of the companies to be insured (or to any existing or previous business of the partners or directors of any of the companies to be insured) within the last five (5) years, or
- Is the Applicant aware of any circumstances which may give rise to a claim against any of the companies to be insured or any partners or directors thereof, or
- Have any claims or cease and desist orders been made against any of the companies to be insured, or partners or directors thereof, or
- Have any partners or directors of the companies to be insured been found guilty of any criminal, dishonest or fraudulent activity or been investigated by any regulatory body?

With reference to questions a, b and c above:

Yes No

If the answer to the above is Yes, then please attach full details including an explanation of the background of events, the maximum amount involved/claimed, the status of the claim(s) or circumstance(s) and any reserve(s) or payment(s) made by the Applicant and/or by Insurers, and the dates of all developments and payments.

SECTION 10: DECLARATION

- I declare that after full enquiry the information provided in this application form is true and complete that I have not misstated or suppressed any material fact.
- I agree that this Application Form, together with any other material information supplied by me shall form the basis this contract of insurance.
- I undertake to inform Underwriters of any material alteration to these facts occurring before the inception of the policy.

Signed: _____	Full Name: _____
Position held at insured: _____	Date: _____

