



**PUBLIC COMPANY MANAGEMENT AND CORPORATE  
LIABILITY INSURANCE POLICY**

**APPLICATION**

THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY WITH DEFENCE COSTS INCLUDED IN THE LIMIT OF LIABILITY. ALL QUESTIONS MUST BE ANSWERED.

**Corporate Information**

1. (a) Name of Applicant: \_\_\_\_\_
- (b) Address: \_\_\_\_\_  
\_\_\_\_\_
- (c) Date of Incorporation: \_\_\_\_\_ Jurisdiction: \_\_\_\_\_ Fiscal Year End: \_\_\_\_\_
- (d) Nature of Business: \_\_\_\_\_
- (e) Web-Site Address: \_\_\_\_\_

**Operational Details**

2. (a) Identify any exchange on which the Applicant's securities are traded and indicate the ticker symbol:  
\_\_\_\_\_

- (b) Please provide the following corporate information (at the time of completing this Application):

	<b>Shares</b>	<b>Assets</b>	<b>Sales</b>	<b># of Employees</b>
in Canada	_____ %	_____ %	_____ %	_____
in the U.S.A.	_____ %	_____ %	_____ %	_____
Other (Specify) _____	_____ %	_____ %	_____ %	_____
_____	_____ %	_____ %	_____ %	_____
	100%	100%	100%	_____

- (c) Total number of Subsidiaries that are more than 50% owned or controlled by the Applicant, either directly or indirectly through one or more of its Subsidiaries at the time of completing this Application:

Canada: \_\_\_\_\_ United States: \_\_\_\_\_ Other: \_\_\_\_\_

- (d) Please attach as **Schedule "A"** a list of all Subsidiaries for which coverage is requested, including date and jurisdiction of incorporation, date of acquisition or creation, percentage of ownership and nature of operations.

- (e) Is the Applicant contemplating a public disclosure concerning any actual or potential:

- |                                                                |                              |                             |
|----------------------------------------------------------------|------------------------------|-----------------------------|
| (i) acquisition of, or tender offer for, another entity?       | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (ii) merger, sale or significant divestiture of the Applicant? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (iii) public offering of securities?                           | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (iv) replacement of outside auditors?                          | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (v) restatement of financials?                                 | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

***If yes to any of the above, attach details.***

**Financial**

3. (a) Is the Applicant currently, or has it at any time during the past three years been, in arrears in its payments to the Canada Revenue Agency or the provincial ministries of revenue (including source deductions, G.S.T and P.S.T)? Yes  No

- (b) Is the Applicant currently protected, or has it at any time during the past three years sought protection, under the Companies Creditors Arrangement Act (or similar Canadian or U.S. legislation) or does it anticipate seeking such protection within the next twelve months? Yes  No
- (c) Is the Applicant currently, or has it at any time during the past three years been, in breach of any of its debt covenants or loan agreements, or does it anticipate any such breach occurring within the next twelve months? Yes  No

***If yes to any of the above, attach details.***

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**Prior Insurance & Past Activities**

4. Provide details of the expiring Directors' and Officers' liability insurance policy:

Name of Insurer	Limit of Policy	Deductible/ Retention	Expiry Date	Premium	Claims (Y/N)

5. During the past 3 years, has the Applicant or any directors, officers or any other person proposed for this insurance:

- (a) been the recipient(s) of any declination, cancellation or non-renewal of any liability insurance similar to that now applied for? Yes  No
- (b) given or delivered written notice under the provisions of any liability insurance policy of any claim, or notice of potential claim? Yes  No
- (c) been involved in any claim, which has been made or is now pending, which would fall within the scope of an insurance policy similar to that now proposed if such insurance had been in force? Yes  No
- (d) been involved in any claim where loss payments have been made under any insurance policy similar to that now proposed? Yes  No
- (e) been involved in any anti-trust, combines, price fixing, restraint of trade, tax, copyright or patent infringement proceeding? Yes  No
- (f) been involved in any civil, criminal, administrative or regulatory investigation or proceeding? Yes  No
- (g) been involved in any receivership or insolvency or bankruptcy proceeding? Yes  No
- (h) been involved in any stockholder's suit, shareholder derivative suit, representative or class action? Yes  No

***If yes to any of the above, attach details.***

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**THE APPLICANT DOES HEREBY PROVIDE THE FOLLOWING WARRANTY TO THE INSURER**

6. Are there any facts, circumstances or situations which could give rise to a claim which would fall within the scope of the proposed insurance? Yes  No

If Yes, provide details: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

It is understood and agreed that if any such facts, circumstances or situations exists, whether or not disclosed, any claim or action subsequently arising or developing therefrom shall be excluded from coverage under any policy issued by Trisura Guarantee Insurance Company.

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**FALSE INFORMATION**

Any person who, knowingly and with intent to defraud any insurance company or other person, files an Application for insurance containing any false information, or conceals information concerning any fact material thereto for the purpose of misleading any insurance company or other person, commits a fraudulent insurance act which is a crime.

**DECLARATIONS AND SIGNATURE**

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The undersigned authorized officer of the Applicant:

- (i) declares, after inquiry, that the statements and representations set forth in this Application, and all materials submitted to or requested by the Insurer in conjunction with this Application, are true;
- (ii) acknowledges that these statements, representations, and materials are relied on by the Insurer and that they shall be deemed material to the acceptance of the risk assumed by the Insurer under the insurance applied for, should the insurance be effected;
- (iii) agrees that if the information supplied in connection with this Application changes between the date of this Application and the effective date of any insurance effected pursuant to this Application, the undersigned will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding indications, quotations and/or authorization or agreement to effect the insurance; and
- (iv) acknowledges that any personal information provided in connection with the insurance applied for, including but not limited to the information contained in this Application, has been collected in accordance with all applicable privacy legislation. The undersigned confirms that all necessary consents have been obtained for the collection, use, and disclosure of such information for the purposes of any investigation and inquiry in connection with this Application for insurance and, if applicable, investigating and settling claims, detecting and preventing fraud, and acting as required or authorized by law.

Signing of this Application does not obligate the Applicant or the Insurer to effect the insurance, but it is agreed that all materials submitted to or requested by the Insurer in conjunction with this Application are hereby incorporated by reference into this Application and made a part hereof. Terms and conditions, including limits of coverage, offered by the Insurer may differ from those applied for by the Applicant. It is further agreed that this Application and all materials submitted to or requested by the Insurer in conjunction with this Application are the basis of and are deemed attached to and incorporated into any policy effected pursuant to this Application.

PLEASE NOTE: COVERAGE CANNOT BE BOUND UNLESS THIS APPLICATION HAS BEEN FULLY COMPLETED AND DULY SIGNED AND DATED.

Applicant	Date
Signature	Title