

Application for Directors and Officers Liability Insurance

By completing this Application Form, the Applicant is applying for insurance with Northbridge General Insurance Corporation (the "Insurer").

PLEASE READ CAREFULLY: This is an Application Form for a Claims Made and Reported policy. If a Policy is issued, it will cover only claims first made and reported to the Insurer during the policy period. The payment of defence costs will not reduce the Limit of Liability. All questions must be answered completely. If there is no answer, write "none" or "n/a" in the space provided. Where space provided is insufficient to fully answer, please use separate sheet(s).

Include a copy of the Applicant's latest financial statements.

A. General Information

1. Name of Applicant/Corporation: _____

2. Address: _____

3. Website: _____

4. Year Applicant's Business was established: _____

5. Description of Applicant's Operations: _____

B. Ownership Information

1. Is the Applicant a subsidiary of a foreign parent? Yes No

2. Is the Applicant controlled, owned by or associated with any other firm, organization or corporation? Yes No

3. Is the Applicant, or any of its subsidiaries publicly traded? Yes No

(i) If **NO**, does the Applicant anticipate in the next 12 months filing any documents with any Securities Commission regarding equity or debt securities? Yes No

(ii) If **YES**, please attach full details.

4. Total number of outstanding common shares: _____

5. Total number of common share shareholders: _____

6. Percentage of shares owned directly and beneficially by the Directors and Officers of the Corporation: _____

7. Name and percentage ownership of all shareholders owning, directly and beneficially 10% or more of the voting shares:

8. Are there any other securities convertible to common shares? Yes No

(i) If **YES**, describe:

C. Geographical Information

Canada:	Shares _____ %	Assets _____ %	Sales _____ %	Total 100%
United States	Shares _____ %	Assets _____ %	Sales _____ %	Total 100%
International	Shares _____ %	Assets _____ %	Sales _____ %	Total 100%

1. Does the Applicant plan to expand their US exposure over the next 12 months? Yes No

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C. Geographical Information *(continued)*

(i) If **YES**, describe:

2. If the Applicant has any International exposure, please identify countries and provide details:

D. Operational Information

1. Subsidiary information (more than 50% owned) and any partnership, limited partnership (including its general partner) or joint venture(s) which are managed or operated by the Corporation or any of its Subsidiaries.

Name	% Owned	Year Established	Year Acquired	Entity Type*	Description of Operations

*Entity Types: FP = For Profit | NP = Non-Profit | LP = Limited Partnership | GP = General Partnership. If more space is needed, please attach a separate sheet.

2. In the next 12 months (or in the past 24 months) is the Corporation considering (or completed or in process of completing) any of the following:

(i) Changes in its controlling ownership?	Yes	No
(ii) Any actual or proposed merger, acquisition or divestiture?	Yes	No
(iii) Any creation of a new business, subsidiary or division?	Yes	No
(iv) Any changes in the nature of operations or sources of revenue?	Yes	No
(v) Any organizational or corporate structure?	Yes	No
(vi) Any registration for a public offering or a private placement of securities?	Yes	No
(vii) Any branch, location, facility, office or subsidiary closings, consolidations or layoffs?	Yes	No
(viii) Changes in its Directors or Senior Management, such as Board Chairperson, President, Executive Vice President, etc.?	Yes	No

3. Does the Charter or By-Laws of the Corporation provide indemnification to its Directors and Officers to the fullest extent permitted by law?

Yes No

E. Financial Information

1. Please indicate the following as it relates to the Corporation's fiscal year end (FYE).

	Most Recent FYE (mm/yyyy)	Prior Year FYE (mm/yyyy)
Current Assets	\$	\$
Total Assets	\$	\$
Current Liabilities	\$	\$
Long Term Debt	\$	\$
Retained Earnings	\$	\$

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E. Financial Information *(continued)*

Net Equity/Net Assets	\$	\$
Revenues	\$	\$
Net Income (Net Loss)	\$	\$

2. Currently (or in the past 24 months), has the Corporation or any Subsidiary been:

(i) in violation of, or amended any debt covenant or loan agreement?	Yes	No
(ii) in arrears in its payments to the Canada Revenue Agency or the provincial ministries of revenue (including source deductions, G.S.T., P.S.T. and H.S.T.)?	Yes	No

F. Employment Practices Information *(Complete only if Coverage Requested)*

1. Locations of Applicant(s) and number of employees for each:

Country	# of Locations	# of Full Time Employees	# of Part Time Employees	# of Independent Contractors

2. Number of employees compensated more than \$100,000 annually:

3. What are the turnover figures for the last 2 years:

	20	20
Voluntary Terminations	\$	\$
Involuntary Terminations	\$	\$
Layoffs	\$	\$

4. How many employees (including Officers) have been terminated "with cause" in the past 2 years?

5. Are there any layoffs or staff reduction plans anticipated in the next 12 months? Yes No

6. Does the Corporation have a Human Resource (HR) department? Yes No

7. Are the individuals who handle HR functions both in the HR department and locally, formally trained on HR matters? Yes No

8. Do all employees have written job descriptions? Yes No

9. Does the Corporation have written employment policies and procedures? Yes No

(i) If **YES**: Do the employment policies and procedures contain:

(1) Hiring Policy	Yes	No
(2) Termination Policy	Yes	No
(3) Equal Employment Opportunity Policy	Yes	No
(4) Disabilities Accommodation Policy	Yes	No
(5) Salary Administration Policy	Yes	No
(6) Performance Evaluation Program	Yes	No
(7) Disciplinary Program	Yes	No
(8) Employee Complaints Protocol	Yes	No

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F. Employment Practices Information *(Complete only if Coverage Requested)*

(9) Dispute Resolution Policy	Yes	No
(10) Workplace Violence and Workplace Harassment Policy	Yes	No
(11) Use of Company Property Policy	Yes	No
(12) Internet/Electronic Communications Policy	Yes	No
(13) Social Media Policy	Yes	No
(14) Privacy Policy	Yes	No
(ii) Have the employment policies and procedures been distributed and communicated to all employees?	Yes	No
(iii) Does the Applicant provide formal training for its supervisors in administering these guidelines, policies and procedures?	Yes	No
(iv) Have the employment policies and procedures been reviewed by legal counsel?	Yes	No
10. With respect to employee terminations, does the Corporation consult with legal counsel, HR personnel or an Officer prior to every termination?	Yes	No

G. Fiduciary Liability Information

If Coverage is required, please complete the Fiduciary Supplemental Application.

H. Pollution Loss Coverage Information

1. Does the Corporation:

(i) maintain a written environmental policy that requires regular audits?	Yes	No
(ii) maintain a procedure to bring issues before the Board of Directors for regular discussion, evaluation and action?	Yes	No
(iii) have an environmental committee of the Board?	Yes	No

If **YES** to any of the above, please attach full details.

I. Previous Insurance

1. Please provide the following details for your current Directors and Officers Liability or Management Liability insurance.

Coverage Description: Directors and Officers Liability

Insurer: _____ Expiry Date: _____

Prior, Pending Litigation Date: _____ Limit: \$ _____ Retention: \$ _____ Premium: \$ _____

Coverage Description: Employment Practices Liability

Insurer: _____ Expiry Date: _____

Prior, Pending Litigation Date: _____ Limit: \$ _____ Retention: \$ _____ Premium: \$ _____

Coverage Description: Fiduciary Liability

Insurer: _____ Expiry Date: _____

Prior, Pending Litigation Date: _____ Limit: \$ _____ Retention: \$ _____ Premium: \$ _____

2. During the past 3 years, has any Directors and Officers Liability or Management Liability insurance ever been declined, cancelled or non-renewed?	Yes	No
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If **YES**, please attach full details.

3. In the last 5 years, has any claim ever been made against the Applicant?	Yes	No
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(i) Date of such claim: _____

(ii) Claimant's name: _____

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I. Previous Insurance *(continued)*

(iii) Description of allegations of wrong-doing made against you:

(iv) Amount of indemnity payment and Defence Costs paid: _____

(v) The final disposition or current status of such claim: _____

J. Policy Options

1). Please advise requested insurance terms:

Coverage Description: Directors and Officers Liability	Coverage Requested:	Yes	No	Requested Limit*: \$
Requested Retention: \$ _____	Coverage Currently Purchased?	Yes	No	
Coverage Description: Employment Practices Liability	Coverage Requested:	Yes	No	Requested Limit*: \$
Requested Retention: \$ _____	Coverage Currently Purchased?	Yes	No	
Coverage Description: Fiduciary Liability	Coverage Requested:	Yes	No	Requested Limit*: \$
Requested Retention: \$ _____	Coverage Currently Purchased?	Yes	No	

* Please note that Northbridge's Policy maintains a shared Limit of Liability across all coverages (Directors and Officers, Employment Practices Liability and Fiduciary).

K. Past Litigation, Proceedings, Actions, or Suits

1. Is any person proposed for this insurance currently or in the past three years been involved in any:

(i) Antitrust, privacy, fair trade law, copyright or patent litigation or administrative proceedings?	Yes	No
(ii) Human rights tribunal or any similar federal, provincial, territorial or state proceeding?	Yes	No
(iii) Employment practice or labour related litigation or proceedings?	Yes	No
(iv) Insolvency or bankruptcy proceedings?	Yes	No
(v) Representative actions, class actions or derivative suits?	Yes	No
(vi) Charges or prosecution orders under the Occupational Health and Safety Act or any similar federal or provincial law?	Yes	No
(vii) Federal or provincial regulatory college or society proceeding?	Yes	No
(viii) Pension plan or employee benefits litigation, suit or proceedings?	Yes	No

If **YES** to any of the above, please attach full details.

L. Warranty Statements

1. Has there been any interruption in coverage since the date coverage was first purchased?	Yes	No
2. As of the date the Applicant first purchased insurance, were there any facts, circumstances or situations which might have resulted in a claim being made against any insured?	Yes	No
3. Are there any facts, circumstances or situations which could give rise to a claim being made against any insured?	Yes	No

If **YES** to any of the above, please attach full details.

Without limitation of any other remedy available to the Insurer, it is hereby agreed that if there be knowledge of any such facts, circumstance or situation, any claim or action subsequently emanating therefrom is excluded from coverage under the proposed insurance.

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M. Declarations

PLEASE NOTE: COVERAGE CANNOT BE BOUND UNLESS THIS APPLICATION FORM HAS BEEN FULLY COMPLETED AND SIGNED. The undersigned has the power to complete and execute this Application Form, including Section K, on behalf of all persons proposed for this insurance and declares that, after inquiry, the statements set forth herein, together with all materials and information submitted or requested by the Insurer, are true.

Although the signing of this Application Form does not bind the undersigned nor the Insurer to effect insurance, it is agreed that this Application Form and its attachments shall be the basis of the contract should a policy be issued and shall be deemed to be attached to and form part of the policy.

If the information in this Application Form materially changes prior to the Effective Date of this policy, the Applicant will immediately notify the Insurer in writing and the Insurer may effect changes in, or withdraw, the quotation.

N. Privacy Disclosure and Consent

The undersigned, on behalf of the corporation, acknowledges that any personal information provided in connection with this application (including but not limited to the information contained in this form) has been collected in accordance with applicable privacy legislation and this information shall only be used or shared by the Insurer to assess, underwrite and price insurance products and related services, administer and service insurance policies, evaluate and investigate claims, detect and prevent fraud, analyze and audit business results and/or comply with regulatory or legal requirements.

COMPLETED AND DULY SIGNED AND DATED:

Signed: _____ Please print name: _____
Title: _____ Date: _____