

Director's & Officer's
Liability Insurance

Proposal Form

This is a Proposal Form for a 'claims made' Contract of Insurance which will respond only to claims made and reported to Insurers during the currency of such Contract of Insurance. Please tick the appropriate box and answer all Questions in full.

If there is insufficient space to provide an answer, insert "see attached" and show question number and answer on a separate sheet of paper.

1. Please state:

- (a) Name of the Company: **E r d e n e s M o n g o l**
- (b) Address of Registered Office: **15 Chingis avenue, 1st khoroo of Sukhbaatar District, Ulaanbaatar, Mongolia 14240**
- (c) Company Website URL: www.erdenesmongol.mn
- (d) Country of Incorporation: **Mongolia**
- (e) Date of incorporation/formation: **22 September 2007**
- (f) Business activities of the Company and its subsidiary (ies): **Mining, project management,**
- (g) Total Assets of the Company:

2. Does the Company own more than 5 subsidiaries?

Yes No

If "Yes" to the above, please provide details of each subsidiary on a separate page, including location (country), industry and total assets.

3. Is the Company and/or any of its subsidiary (ies) publicly traded?

Yes No

If "Yes" to the above, please provide details below:

Name of Entity	Type of Securities (equity or bond)	On which Exchan2e	Type of Listing	Stock Code /Symbol	Market Capitalization
Баянхонгор 7К ШУБЭН-ӨБӨӨ ХК		Бүх	Зинүүс		

4. Does any person or entity own more than 25% of the issued share capital of the Company?

Yes No

If "Yes" to the above, please provide details.

5. During the last 3 years,

- (a) has the Company involved with any actual, negotiated or attempted acquisition, merger or divestment? Yes No
- (b) has there been any changes in the make-up of the Board of Directors or Senior Management of the Company? Yes No
- (c) has the Company had negative net income? Yes No
- (d) has the Company or any of its subsidiary(ies) been in breach of any debt covenants or loan agreement? Yes No

If "Yes" to any of the above, please provide details on a separate page.

6. Does the Company anticipate within the next 12 months or has the Company transacted in the last 2 years any restructuring or legal or financial reorganization or filing for

bankruptcy?

Yes No

If "Yes" to the above, please provide details.

7. In the last 2 years, have the Company's external auditors given an unqualified opinion as to the Company's accounts?

Yes No

- 8. Total Number of Employees:

(a) In Asia:

(b) In North America:

(c) In the rest of the world:

- 9. North America Exposure (in percentage):

(a) Total Gross Assets in North America:

(b) Total Revenues/Turnover generated in North America:

- 10. If a Director's & Officer's Liability Insurance Policy is currently in force, please

state: (a) Insurer:

(b) Limit of Indemnity:

(c) Expiry Date of the Policy:

(d) Premium:

(e) Deductible(s):

(i) **Securities Claims** (other than **US Securities Claims**):

(ii) **US Securities Claims**:

(iii) All other **Claims** (other than **Securities Claim** and **US Claims**):

(iv) All other **US Claims** (other than **US Securities Claims**):

11. Has the Company had any previous Director's & Officer's Liability Insurance Policy cancelled or declined for renewal by Insurers thereof?

Yes No

If "Yes", please provide details.

- 12. Please advise the aggregate Limit of Indemnity required:

US\$1 million

US\$2 million

US\$3 million

US\$5 million

US\$10 million

_____ million

- 13. Has there been or is there now pending any claim(s) or actions against

14. Is the Proposer aware, after enquiry, of any circumstances or incidents which might reasonably afford grounds for a claim against any Director or Officer of the Company or its subsidiary(ies)?

Yes No

If "Yes" to the above, please provide details.