

**CERTIFICATE OF AN OFFICER
OF
_____ (the "Corporation")**

To: Edmonton Screen Industries Office Society (the "ESIO")

And To: Ogilvie LLP

Re: Application for Funding

Background:

- A. The ESIO manages a capital pool of funds referred to as the Edmonton Screen Media Fund ("ESMF"). The ESIO deploys the funds held in the ESMF through loan agreements or investments ("Funding").
- B. The Corporation desires to make an application to secure Funding through the ESMF (the "Application").
- C. This Certificate is completed as partial fulfillment of the Corporation's Application.

The undersigned, _____, as President of the Corporation, in such capacity and not in their personal capacity, certifies for and on behalf of the Corporation, intending that the same may be relied upon by you without further inquiry, as follows.

- 1. I have knowledge of the matters hereinafter certified.
- 2. I have made or caused to be made such examinations or investigations as are necessary to make the statements of fact contained in this Certificate and I have furnished this Certificate with the intent that it may be relied upon by the ESIO as a basis for the Funding and it may be relied upon by the addressees who are law firms or solicitors in connection with their giving legal opinions to, among others, the ESIO.
- 3. I understand and agree that I will need to provide the ESIO with an updated Certificate of Officer in the event that any information contained herein changes prior to the Application being formally accepted or denied Funding by the ESIO.
- 4. I understand and agree that in the event that the Corporation has corporate Shareholders as further described in Clause 9 below, that the Corporation will be required to complete and submit a separate Officers Certificate for each corporate Shareholder of the Corporation.
- 5. Attached as SCHEDULE "A" are true and complete copies of the constating documents of the Corporation issued by Alberta Corporate Registry (collectively, the "**Articles**"). The Articles are in full force and effect at this date and have not been amended or waived and neither the directors nor the shareholders of the Corporation have passed, confirmed or consented to any amendments or variations to the Articles.

6. Attached as SCHEDULE "B" is a true and complete copy of the by-law(s) (the "**By-Law**") of the Corporation. The By-Law is in full force and effect, unamended at this date.
7. Each of the following people are signing officers of the Corporation, holding the position set out opposite his or her name:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
	President	
	Secretary/Treasurer	

8. The following are all of the directors of the Corporation:

<u>Name</u>	<u>Occupation</u>	<u>Address</u>

9. The following are the shareholders of the Corporation who, **directly or indirectly** own or control at least 25% of the shares of the Corporation:

<u>Name</u>	<u>Number of Shares</u>	<u>Class of Shares</u>

10. There are no provisions in the Articles or By-law of the Corporation or in any shareholders' agreement which restrict or limit the powers of the directors of the Corporation to borrow money upon the credit of the Corporation, to issue, reissue, sell or pledge debt obligations of the Corporation, or to mortgage, charge hypothecate, pledge or otherwise create a security

interest in all or any property of the Corporation, now owned or hereafter acquired, to secure any debt obligation of the Corporation.

11. The authorization, execution and delivery of the documents executed in connection with the Funding and the performance of the Corporation's obligations thereunder do not and will not conflict with or constitute an event of default under the Articles or the By-laws or under any other agreement binding on the Corporation.
12. All filings or remittances that are required under corporate, taxation, or naming legislation which the Corporation is required to comply with have been made by the Corporation.
13. The principal business of the Corporation involves at least one of the following: the acquisition, development, manufacture, production, post-production or distribution of screen-media products with commercial potential;
14. The business activities and/or operations of the Corporation are primarily (more than 50%) based in the Edmonton Metropolitan as defined in SCHEDULE "C";
15. The Corporation, it's shareholders and related entities are in good standing with the City of Edmonton;
16. The Corporation, it's shareholders and related entities are in good standing with the Edmonton Screen Industries Office Society;
17. No steps or proceedings have been taken or are pending to amend, surrender or cancel the Articles or the By-law or to dissolve or wind-up the Corporation. The Corporation is in good standing under the laws of all jurisdiction in which it carries on business or has assets, to the extent that the nature of such business or assets under the laws of such jurisdictions requires registration or qualification.
18. The address of the Corporation's head office is _____,
_____.

DATED this ____ day of _____, 20__.

(company name)

Per: _____

Name:

Title: President

SCHEDULE "A"

ARTICLES

SCHEDULE "B"

BY-LAW

SCHEDULE "C"

EDMONTON METROPOLITAN REGION DEFINED

Located in Northern Alberta, the ESIO's footprint is the Edmonton Metropolitan Region, which encompasses and is defined by: The Cities of Edmonton, Fort Saskatchewan, Leduc, Spruce Grove, and St. Albert, the Towns of Beaumont, Stony Plain, Devon, Morinville, the Hamlet of Sherwood Park and Leduc County, Parkland County, Sturgeon County, and Strathcona County.