

**BILATERAL CONFIDENTIALITY
UNDERTAKING
(No Penalty)**

TABLE OF CONTENTS

	PAGE
RECITALS	4
0.00 INTERPRETATION	5
0.01 Definitions	5
0.01.01 Confidential Information	5
0.01.02 Disclosing Party	5
0.01.03 Intellectual Property	5
0.01.04 Legal Representations	6
0.01.05 Receiving Party	6
0.01.06 Representatives	6
0.01.07 Undertaking	6
0.02 Entire Agreement	6
0.03 Applicable Law	6
0.04 Non-Compliance	7
0.04.01 Severability	7
0.04.02 Substitute Provision	7
0.05 Miscellaneous	7
0.05.01 Cumulative Rights	7
0.05.02 Gender and Number	7
0.05.03 Headings	7
1.00 PURPOSE	7
2.00 MUTUAL REPRESENTATIONS AND WARRANTIES	8
3.00 REPRESENTATIONS AND WARRANTIES OF PARTY A	8
4.00 REPRESENTATIONS AND WARRANTIES OF PARTY B	8
5.00 MUTUAL DUTIES AND OBLIGATIONS	8
5.01 Previous Exchanges	8
5.02 Disclosure of Information	8
5.03 Disclosure of Existence of Project	8
5.03.01 Undertaking	8
5.03.02 Default	9
6.00 DUTIES AND OBLIGATIONS OF RECEIVING PARTY	9
6.01 Confidential Information	9
6.01.01 Ownership	9
6.01.02 Undertaking	9
6.01.03 Duration of Undertaking	10
6.01.04 End of Undertaking	10

a) Request for Return 10

b) Destruction..... 10

6.02 Partial Disclosure 10

6.03 Obligation of Disclosure 10

7.00 BREACH OF UNDERTAKING..... 11

7.01 Indemnification 11

7.02 Protective Measures 11

8.00 OTHER PROVISIONS..... 11

8.01 Assignment 11

8.02 Notice 11

8.03 Dispute Resolution 11

8.04 Amendment of Undertaking 12

8.05 No Waiver of Rights 12

8.06 Language..... 12

9.00 EFFECTIVE DATE 12

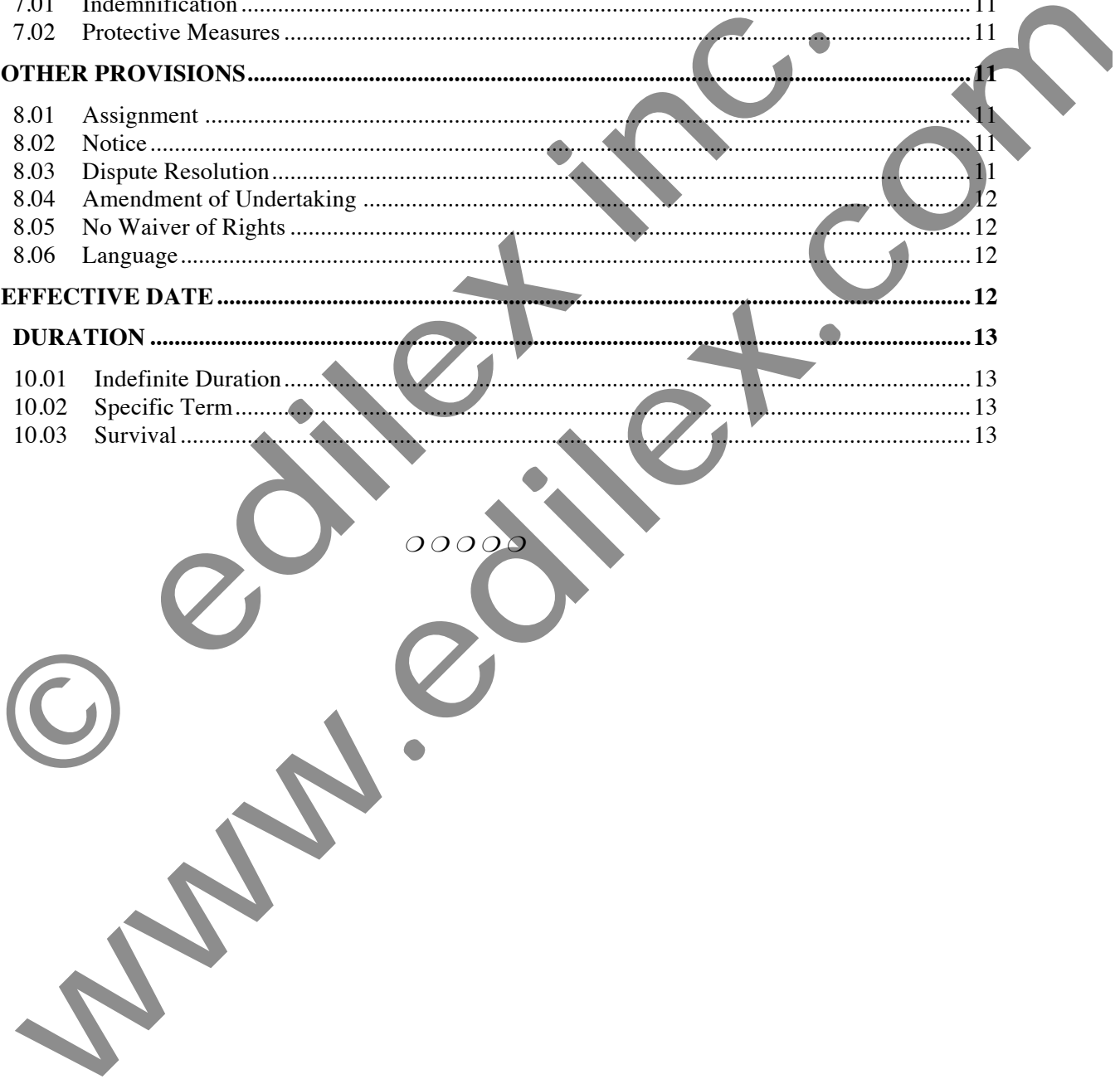
10.00 DURATION 13

10.01 Indefinite Duration..... 13

10.02 Specific Term..... 13

10.03 Survival..... 13

o o o o o



BILATERAL CONFIDENTIALITY UNDERTAKING, entered into in the City of,
Province of, Canada.

BETWEEN: V1 (*name of individual*), (*occupation*), domiciled and
residing at (*civic number and street name*), in the City of
..... (*name of city*), Province of (*name of province*),
..... (*postal code*), doing business as (*business name*);

OR

V2 (*corporate name*), a legal person duly incorporated under the
..... Act (*name of statute under which the corporation was incorporated*),
having its principal place of business at (*civic number and street name*), in
the City of (*name of city*), Province of (*name of province*),
..... (*postal code*), and duly registered under the designating
number in accordance with the Act (*name of the statute
respecting the legal publicity of enterprises under which the corporation is registered*);

V2.1 (Authorized Representative) (to be added after V2, if applicable)

, represented by (*name of representative*), its (*title of
representative*), duly authorized for the purposes hereof, as he/she so declares;

V2.2 (Authorized Representative by Resolution) (to be added after V2, if applicable)

, represented by (*name of representative*), its (*title of
representative*), duly authorized for the purposes hereof as indicated in the resolution of the
sole director [OR board of directors], attached hereto as Schedule A;

OR

V3 (*common business name*), [a general partnership], **OR** [a limited
partnership represented by (*name of its general partner*), its general
partner] **OR** [an undeclared partnership], **OR** [a joint venture], **OR** [a collaboration], **OR** [a
group of persons] exercising an organized economic activity of a commercial nature, duly
formed under the [..... Act (*identify applicable statute*)] **OR** [Civil Code of
Québec] **OR** [applicable general law], having its head or registered office at
..... (*civic number and street name*), in the City of (*name of
city*), Province of (*name of province*), (*postal code*), and
duly registered (*as the case may be*) under the designating number in
accordance with the Act (*name of the statute respecting the legal publicity
of enterprises under which the corporation is registered*) represented by
(*name of representative*), its (*title of representative*), duly authorized for
the purposes hereof as he/she so declares **OR** [as indicated in the resolution of the partners
of the general partnership], **OR** [as indicated in the resolution of the sole director [or Board
of Directors] of the general partner of the limited partnership], **OR** [as indicated in the

PARTY A	PARTY B

resolution of the partners of the undeclared partnership], **OR** [as indicated in the resolution of the sole director [or Board of Directors] of each participant in the joint venture, **OR** [as indicated in the resolution of the sole director [or Board of Directors] of each participant in the collaboration], **OR** [as indicated in the resolution of the members of the group of persons], attached hereto as Schedule A;

HEREINAFTER REFERRED TO AS “PARTY A”;

AND:

..... *(identify party B);*
(select the appropriate version from those listed above and, if applicable, insert Schedule B)

HEREINAFTER REFERRED TO AS “PARTY B”;

HEREINAFTER COLLECTIVELY REFERRED TO AS THE “PARTIES”;

RECITALS

THE PARTIES DECLARE AS FOLLOWS:

- (A) The PARTY A is engaged in the business of *(describe business sector);*
- (B) The PARTY B is engaged in the business of *(describe business sector);*
- (C) The PARTIES wish to exchange information in connection with *(identify business purpose of the parties)* (hereinafter the “**Project**”);
- (D) Some of the information that will be exchanged may be confidential in nature and its disclosure to any third party may harm the disclosing party, which is why the private and confidential nature of such information must be protected;
- (E) It is the interests of the PARTIES to record their agreement regarding the exchange, disclosure, reproduction, use, storage and return of such confidential information in a contract by mutual agreement.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

PARTY A	PARTY B