

**NON-COMPETITION AND CONFIDENTIALITY
AND NON-DISCLOSURE AGREEMENT**

IN CONSIDERATION of EMPLOYER employing EMPLOYEE as _____,
EMPLOYEE hereby covenants and agrees as follows:

1. Definitions

"Affiliate" means:

- (a) with respect to a corporation, any other corporation
 - (i) of which the first corporation is a Subsidiary; or
 - (ii) which is a Subsidiary of the first corporation; or
 - (iii) which is an Affiliate (as herein defined) of a corporation of which that first is also an Affiliate; and

- (b) with respect to an individual
 - (i) any corporation which would be that individual's subsidiary under this definition if the individual was a corporation;
 - (ii) an issuer of which the individual beneficially owns or controls, directly or indirectly, more than 10% of the Voting Securities;
 - (iii) any partner of the individual;
 - (iv) any trust or estate in which the individual has a substantial beneficial interest or in respect of which he serves as trustee or in a similar capacity; and
 - (v) that individual's spouse or child, or any relative of that individual or of his spouse who has the same residence as that individual.

"Business" means _____.

"Person" means an individual, partnership, corporation, joint venture, incorporated or unincorporated organisation or association, trust, trustee in bankruptcy, receiver, government or any department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual.