

CONFIDENTIALITY AGREEMENT

[For use with competitor.]

THIS AGREEMENT made effective as of the ____ day of _____, _____.

BETWEEN:

[COMPANY]
(the "Company")

- and -

[INTERESTED PARTY]
(the "Interested Party")

WHEREAS:

- A. The Company is in the business of [nature of the business] (the "Business");
- B. The Interested Party is also in the business of [nature of the business];
- C. The Interested Party is interested in investigating the Business for the purpose of potential acquisition or joint venture (the "Opportunity");

NOW THEREFORE, in consideration of the Company agreeing to discuss the Business and Opportunity with the Interested Party, and otherwise disclosing particulars of the Business and Opportunity to the Interested Party, the parties hereby undertake and agrees as follows:

1. **Scope of This Agreement:** The parties agree that this Agreement is only for the purposes of protecting each party's confidential information and each party's business opportunities. Any agreement between the parties as to any sale of the Business or joint business activities will be set out in specific subsequent written agreements.
2. **Supersedes Prior Agreements:** This Agreement supersedes any prior agreements between the parties with respect to confidentiality obligations or the subject matter of this Agreement.