

CONFIDENTIALITY AGREEMENT

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

BETWEEN:

[NAME OF COMPANY]
[address]
(the "Company")

- and -

[NAME OF EMPLOYEE]
[address]
(the "Employee")

WHEREAS the Employee wants to investigate the possibility of purchasing shares of the Company (the "Opportunity");

AND WHEREAS the Company is privately owned and wants to ensure that any confidential or financial information provided to the Employee remains confidential;

THEREFORE, in consideration of the Company agreeing to discuss its business affairs and the Opportunity with the Employee, the Company and the Employee agree as follows:

1. **Scope of This Agreement** The parties agree that this Agreement is only for the purposes of protecting the Company's Confidential Information and Company opportunities. Any agreement between the parties with respect to the purchase or sale of shares will be documented separately.
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.
3. **Secret Negotiations** The Employee undertakes and agrees not to disclose the existence or nature of these discussions, or any Confidential Information, to any person other than his or her intimate family members or professional advisors, without the Company's prior approval.