

*(LETTERHEAD OF PROSPECTIVE TENDERER)*

Date

[insert name of receiver / manager]  
Receiver and Manager of [insert name of company]  
[address of receiver / manager]  
[City/town], [Province], Canada

**Attention:**

Dear Sirs:

**Re: Confidentiality Agreement**

[name of receiver / manager] (“Receiver/Manager”), in its capacity as Receiver and Manager of COMPANY (“Company”) has, at our request, provided us with confidential information (“the Confidential Information”) concerning certain or all of the assets of the Company (“the Assets”).

We understand that the Confidential Information made available to us is confidential and will be so treated by us. We agree to safeguard it to the same extent as we do our own confidential information and to limit and control the copies, extracts or reproductions made of the Confidential Information. We will not, without the express written consent of Receiver/Manager, use the Confidential Information for any purpose other than evaluating the Assets with a view to making an acquisition of all or part of such Assets. Without the written consent of Receiver/Manager, we will not disclose the Confidential Information to any person other than to such of our employees who have a need to know, and to our agents, consultants, representatives and advisers who have executed a confidentiality agreement in form and substance satisfactory to Receiver/Manager.

In the event that we determine not to proceed with the acquisition of the Assets, all Confidential Information furnished to us, including any Confidential Information which we have provided to third parties, together with any copies thereof, will be returned promptly to Receiver/Manager.

At any time, upon the request of Receiver/Manager, we will return, destroy or have destroyed the Confidential Information and all memoranda, notes, reports and documents containing copies, extracts, or reproductions thereof, either sent to us by Receiver/Manager, or prepared by us, our employees, agents, consultants, representatives or advisors in connection with the review of the Confidential Information and, upon the request of Receiver/Manager, we will be prepared to so certify.

**THIS IS A 2-PAGE FORM.**