

Date

[name]
[address]

Attention: _____

Dear Sirs,

Re: Confidentiality and Exclusion Agreement
[City/Town], [Province], Canada
[insert township, range, section information]
File No:

The following shall evidence the agreement reached between [insert name of owner] (herein referred to "Owner") and [insert name of recipient] (hereinafter referred to as the "Recipient") with respect to the following:

1. Owner agrees to disclose to the Recipient, on a strictly confidential basis, certain technical information and data (hereinafter referred to as the "Confidential Information") regarding the above captioned lands.
2. In consideration of the disclosure of the Confidential Information by Owner to the Recipient, the Recipient hereby agrees to keep confidential any and all of the Confidential Information and shall only use or permit the use of the Confidential Information for the purpose of evaluating the subject lands. The Recipient shall not under any circumstances disclose the Confidential Information, either directly or indirectly, to any third party or parties or to any of its employees, agents, officers, directors, subsidiaries or affiliates not having a need to know for the purpose of appraising the subject lands.
3. The Recipient's confidentiality obligations hereunder shall not apply to any of the Confidential Information which the Recipient can demonstrate:
 - (a) to have been known to the Recipient prior to the disclosure to the Recipient by Owner; or
 - (b) to be in the public domain through no fault of the Recipient or any of its employees, consultants, agents, officers, directors, subsidiaries or affiliates; or
 - (c) to have been lawfully obtained from a source independent of Owner where the Recipient has made reasonable efforts to ensure that such source is not a party to or bound by any confidentiality agreement with Owner.
4. The Confidential Information provided by Owner shall be provided verbally and while Owner may elect in certain circumstances to provide hard copies of any geological or geophysical data disclosed, it shall not at any time be obligated to do so. Any hard copies of data provided by Owner shall be returned to Owner forthwith upon request and shall not be copied or reproduced in any way by the Recipient.

THIS IS A 2-PAGE DOCUMENT.