
CONFIDENTIALITY AGREEMENT

AGREEMENT dated the _____ day of _____ 2002

BETWEEN:

(Insert company name 1) A.C.N. (insert ACN) of (insert company 1 address)

AND

(Insert company name 2) A.C.N. (insert ACN) of (insert company 2 address)

RECITALS:

- A. *Company 1* will acquire information from *Company 2* during the Project.
- B. *Company 1* will observe confidentiality obligations in respect of information referred to in these Recitals, on the terms and conditions of this Agreement.

THE PARTIES AGREE:

1. The following words have these meaning in this Agreement

“Confidential Information” includes:

- (a) all oral, written and electronically produced or stored information in any form concerning the operations, processes, estimates forecasts, opinions, projections, trade secrets or dealings or any information concerning the organization, business, finances, transactions or affairs of *Company 2* (or of *Company 2*'s subsidiaries or other Related Bodies Corporate);
- (b) the fact the Project exists or that *Company 2* is considering, or formulating the Project;
- (c) all information regarding the existence and status of any discussions or negotiations between the parties relating to the Project; and
- (d) all notes, memoranda and records (in whatever form) of *Company 2* or any of its officers, employees, agents or advisers in respect of information supplied by the first mentioned party;

provided that information will not be defined or required to be treated as confidential to the extent that:

- (a) *Company 1* obtains written confirmation from *Company 2* that the information is not confidential;
- (b) *Company 1* is required to reveal the information by law;
- (c) the information enters the public domain for any other reason other than by breach of this agreement;
- (d) the information was in *Company 1*'s possession prior to disclosure by *Company 2*; or