



Confidentiality Agreement (Between Two Businesses – Mutual Commitment)

LONG FORM

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
 - Disclosure of Confidential Information
 - List of Confidential Information Elements
 - Subsequent Disclosure of Additional Information
 - Definitions
- CONSIDERATION
 - Obligation of Confidentiality
 - Duration of the Obligation of Confidentiality
 - Surrender of the Confidential Information Elements
- SPECIFIC DISPOSITIONS
 - Representatives of the Parties
 - Electronic Communications
 - Ownership of the Confidential Information
 - Intellectual Property Relating to the Confidential Information
 - No Licence Relating to the Confidential Information
 - Persons Having Access to the Confidential Information
 - Confidentiality Required from the Interested Party's Representatives
 - Purposes of Access to the Confidential Information
 - Use of the Confidential Information
 - No Liability for Unauthorized Use
 - Accuracy of the Confidential Information
 - Conduct of the Disclosure Process
 - Location of the Disclosure Process
 - Persons Who May be Questioned by the Parties
 - Cooperation by the Disclosing Party
 - Beginning of the Disclosure Process
 - Duration of the Disclosure Process
 - End of the Disclosure Process
 - Renunciation of the Disclosure Process
 - Obligations of the Interested Party
 - Obligations of the Disclosing Party
 - Representations and Warranties of the

- Interested Party
 - Representations and Warranties of the Disclosing Party
 - Early Surrender of the Confidential Information Elements
 - Release From the Obligation of Confidentiality
 - Legal or Judicial Obligation to Disclose the Confidential Information
 - Covenant Not to Compete
 - Undertaking Not to Solicit Clients
 - Undertaking Not to Solicit Personnel
 - Injunction
 - Damages
 - Extension of Duration of a Breached Undertaking
 - Separate Undertakings
 - Reasonableness of the Undertakings
 - Judicial Reduction of the Undertakings
 - Discretionary Reduction of the Undertakings
 - Relationship Between the Parties
 - Other Agreements Between the Parties
 - No Defence
 - Reasonable Legal Expenses
 - Professional Expenses Relating to the Disclosure Process
 - Professional Fees Relating to this Agreement
- GENERAL PROVISIONS
 - "Force Majeure"
 - Severability
 - Notices
 - Headings
 - Schedules
 - No Waiver
 - Cumulative Rights
 - Entire Agreement
 - Amendments
 - Number and Gender
 - No Right to Transfer
 - Calculating Time Periods
 - Currency
 - Governing Law
 - Election of Domicile
 - Counterparts
 - Successors
 - Joint and Several Liability
 - Elapsed Time
 - Language



- EFFECTIVE DATE
- TERM OF THE AGREEMENT
- TERMINATION
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURES OF THE PARTIES
- INTERVENTION
- SCHEDULE: LIST OF CONFIDENTIAL INFORMATION ELEMENTS
- SCHEDULE: PARTIES' REPRESENTATIVES
- SCHEDULE: PERSONS WHO MAY BE QUESTIONED BY THE PARTIES

SHORT FORM

- IDENTIFICATION OF THE PARTIES
- OBJECT
 - Disclosure of Confidential Information
 - List of Confidential Information Elements
 - Subsequent Disclosure of Additional Information
- CONSIDERATION
 - Obligation of Confidentiality
 - Duration of the Obligation of Confidentiality
 - Surrender of the Confidential Information Elements
- SPECIFIC PROVISIONS
 - Covenants Not to Compete, Not to Solicit Clients, Not to Solicit Personnel
 - Injunction
 - Damages
 - Reasonableness of the Undertakings
 - Judicial Reduction of the Undertakings
- EFFECTIVE DATE, TERM AND TERMINATION OF THE AGREEMENT
- SIGNATURE OF THE PARTIES