**CUSTOMER CONFIDENTIALITY AGREEMENT**

This Confidentiality Agreement (the "Agreement") is made and effective the [DATE],

**BETWEEN:** [COMPANY NAME] (the "Company"), a company organised and existing under the laws of the Province of [PROVINCE], with its head office located at: [YOUR COMPLETE ADDRESS]

**AND**: [CUSTOMER NAME] (the "Customer"), a company organised and existing under the laws of the Province of [PROVINCE], with its head office located at: [COMPLETE ADDRESS]

In consideration of the mutual covenants contained in this agreement, the parties agree as follows:

# FUNCTIONAL DOCUMENTATION

In order to provide Customer an opportunity to review the Company's System as a potential system four automation of its functions, the Company will deliver substantial functional documentation including a functional overview, screen layouts, report layouts and other associated documentation that will aid the Customer in the review process.

# CONFIDENTIAL INFORMATION

The Company considers these materials to be confidential and proprietary. Therefore, as a prerequisite to delivery, the Customer acknowledges that:

## the materials will be retained on its premises at the above address, and will not be relocated without the express written consent of Company,

## it will use reasonable means, not less than that used to protect its own proprietary information, to safeguard the materials;

## it will not show or otherwise disclose any portion of the materials or their contents to any person or entity other than its employees who are involved in the review of the System as a potential system for automation of its functions; in particular, it will not show or otherwise disclose the contents to its independent contractors, consultants, any third party (whether an individual or Company).

## it shall not duplicate or make copies of the materials provided by Company.

## it will return all materials upon the completion of its review, or promptly upon the Company's written request.

**IN WITNESS WHEREOF**, Company and Customer have executed this agreement at [DESIGNATE PLACE OF EXECUTION] on [DATE].

**COMPANY CUSTOMER**

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Authorised Signature Authorised Signature

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Print Name and Title Print Name and Title