**SUBMIT BY EMAIL (PDF WITH SIGNATURE) TO CONTRACT MANAGEMENT:**

contract.management@ieso.ca

Capitalized terms not defined herein have the meanings ascribed thereto in the Contract.

Pursuant to Section 8.1(c) of the Contract, the Supplier is hereby submitting this completed Prescribed Form – Form of Confidentiality Undertaking.

| Date | insert date |
| --- | --- |
| Legal Name of Supplier | insert legal name of Supplier (the “Supplier”) |
| Name of Facility | insert name of Facility |
| Contract Title | insert contract title or Contract ID, as applicable (the “Contract”) |
| Contract Date | insert Contract Date |

**WHEREAS** the Supplier is a party to the Contract;

**WHEREAS** the undersigned is a prospective direct or indirect investor in or financier to the Supplier (the “**Transaction Party**”);

**AND WHEREAS** the Transaction Party is a prospective transaction party for the purposes of prospective direct or indirect investment in the Supplier (including through a direct or indirect acquisition of an interest in Supplier) or purchasing the Facility or for the provision of debt or other financing to the Supplier in respect of the Facility (the “**Purpose**”);

**AND WHEREAS** the Supplier wishes to disclose Confidential Information to the Transaction Party for the Purpose, and such disclosure is prohibited without the provision to the IESO of this Confidentiality Undertaking;

**AND WHEREAS** the Buyer is prepared to provide written consent to the Supplier in respect of the disclosure of Confidential Information to the Transaction Party for the Purpose;

**NOW THEREFORE:**

1. The Supplier acknowledges and agrees that:

a. the Transaction Party has been informed of the Supplier’s confidentiality obligations under the Contract; and;

b. prior to disclosing Confidential Information to the Transaction Party, it will provide a copy of this executed Confidentiality Undertaking to the Buyer.

2. The Transaction Party acknowledges and agrees that:

a. it is a prospective transaction party for the Purpose;

b. it has been informed of the Supplier’s confidentiality obligations under the Contract;

c. it will hold any and all Confidential Information confidential on the terms set out herein and in accordance with Article 8 of the Contract as applicable to the Supplier, *mutatis mutandis*; and

d. it will use the Confidential Information only for the Purpose.

| **Supplier:** insert legal name of Supplier |  | **Transaction Party:** insert legal name of Transaction Party |
| --- | --- | --- |
| Signature: |  | Signature: |
| Name:       |  | Name:       |
| Title:       |  | Title:       |
| I have the authority to bind the Supplier and, if applicable, by signing this form using electronic signature, I agree to the content, terms and conditions set out in the document on behalf of the Supplier. |  | I have the authority to bind the Transaction Party and, if applicable, by signing this form using electronic signature, I agree to the content, terms and conditions set out in the document on behalf of the Transaction Party. |
| Dated this       day of       , 20   |  | Dated this       day of       , 20   |