

“Abridged” Confidentiality Deed Poll (Project Eclipse)

IN FAVOUR OF:

The Company Referenced In Project Eclipse..... (Discloser)

By:

**The Person or Corporation Executing this Confidentiality Deed Poll as
“EXECUTED BY” below.....(Recipient)**

RECITALS

- A. The Recipient has expressed an interest in the possible acquisition of the business of the Discloser whether by way of the acquisition of shares and/or assets including real property (**Proposal**).
- B. The Recipient has requested the Discloser to make available to it information about the Business for the purpose of enabling the Recipient to assess whether or not it wishes to proceed with the Proposal (**Permitted Purpose**).
- C. The Discloser wants to preserve the confidentiality of the Confidential Information.
- D. The Recipient agrees to use Confidential Information only for the Permitted Purpose, and to keep it confidential on the terms of this deed poll

The Recipient Agrees as Follows:

- 1. not to disclose the Confidential Information to any other person other than staff whose corporate duties require access to the Confidential Information their advisors, financial institution or investors and who agree to be bound by the terms of this deed;
- 2. to use the Confidential Information solely for the Permitted Purpose;
- 3. not to use or allow the Confidential Information to be used to gain a business or other advantage to the Recipient or any other party and not to use the Confidential Information to disadvantage the Discloser;
- 4. to keep the Confidential Information and all copies, notes and other records of the Confidential Information secure and under their strict control;
- 5. on request to immediately return all Confidential information and all copies, note and other records to Optimal Business Advantage;
- 6. not to disclose to other parties discussions regarding the business of the Discloser the Transaction or the business and company name (as shown in the Project Eclipse video as hosted on the Optimal website) of the Discloser;
- 7. not to solicit, canvass, induce or encourage any employee of the Discloser to leave the employment of the Discloser;

Optimal Business Advantage (ABN 11 483 225 835)

Contact: Jonathan Seddon

Phone: +61 418 597 120

Email: j.seddon@gotoOptimal.com.au

Web: www.gotoOptimal.com.au

Melbourne, Australia

<https://www.gotooptimal.com.au/abridged-confidentiality-deed-poll-project-eclipse/>

8. will not contact or attempt to contact (directly or indirectly) any employee, customer or supplier of the Discloser to any matter relating to or arising out of the Permitted Purpose;
9. will not directly or indirectly make a public announcement about or comment on the Permitted Purpose;
10. to comply with the terms of this deed, even if the recipient does not proceed with the Proposal, for a period of two years from the Date;
11. to agree to submit to the non-exclusive jurisdiction of the courts of NSW, and that this document is governed by the laws of this state;
12. any breach or threatened breach of this document may cause the Discloser immediate and irreparable harm for which damages alone may not be an adequate remedy;
13. to execute a comprehensive confidentiality deed poll in order to access the project data room and detailed information including the information memorandum, financials and other material required for the Proposal.

CONFIDENTIAL INFORMATION: means information that relates to the business, assets or affairs of the Discloser (or any of its related bodies corporate) and is made available by or on behalf of the Discloser to the Recipient, or is otherwise obtained by or on behalf of the Recipient. Confidential Information includes:

- a) information concerning the existence and terms of this document;
- b) information that is personal information as defined by the *Privacy Act 1988* (Cth);
- c) discussions or negotiations which have occurred, are occurring or may occur between the Recipient and the Discloser or their respective advisers or representatives in relation to the Proposal; and
- d) questions and answers as provided in the data room

Information which was already in the hands of the Recipient or in the public domain or which came to be known to them other than by a breach of a similar deed or agreement to this agreement, is excluded from the definition of Confidential Information.

DATE This deed poll is dated on the first date the Recipient accepted the terms of this deed poll by checking the check box on the web-form immediately adjacent to "I Agree to the Terms of the Project Eclipse Confidentiality Deed Poll"

EXECUTED as a deed poll as of the DATE

EXECUTED BY the Recipient whose First Name and Last Name, email address and phone number were entered into the Confidentiality Deed – Project Eclipse web form on the Optimal Business Advantage Website www.gotoOptimal.com.au and by checking the check box on the web-form immediately adjacent to "I Agree to the Terms of the Project Eclipse Confidentiality Deed Poll"

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