

MUTUAL NON-DISCLOSURE AGREEMENT
(LETTER FORM)

This letter is written to facilitate upcoming discussions between Giant Yellowknife Mines Limited and Pall _____ concerning Giant's proprietary processes and the application of Pall's porous metal filters to these processes. It is contemplated that each party may make available to the other certain confidential information. We propose that such disclosures be made under the following terms and conditions.

1. Each party hereto shall keep confidential and shall cause its officers, directors, employees and agents to keep confidential all information it receives from the other.
2. Each party hereto agrees that it will not disclose to any third party, nor use such confidential information it receives from the other for any purpose other than that contemplated under this Agreement.
3. Such information shall not be considered confidential nor subject to this agreement if it:
 - a) Was rightfully in the possession of the receiving party prior to the date of disclosure of such information to the receiving party as evidenced by written documents; or
 - b) Was in the public domain prior to the date of disclosure to the receiving party; or
 - c) Becomes part of the public domain by publication or otherwise except by an unauthorized act or omission on the part of the receiving party; or
 - d) Is supplied to the receiving party by a third party who is under no obligation to the disclosing party to maintain such information in confidence; or
 - e) Is developed by or for the receiving party independently of the disclosure made under this agreement.

4. Neither this agreement nor the disclosure of information hereunder shall be deemed by implication or otherwise to vest in the receiving party any rights in any patents, trade secrets, or other property of the disclosing party.

If the foregoing correctly sets forth our agreement, please indicate your acceptance thereof by having an authorized representative of your company sign the enclosed duplicate copy of this letter agreement and return same to me.

Very truly yours,
GIANT YELLOWKNIFE MINES LIMITED
BY [Signature]

TITLE Vice President, Operations.

15 Feb., 1989

Agreed to and Accepted This

____ day of _____

19__.

By _____

Title _____

Pall Process Filtration Corporation

A Subsidiary of Pall Corporation

2200 Northern Boulevard • East Hills, N.Y. 11548 • USA
Phone (516) 484-5400 • TWX 510 223 0606
Telex 968855 • Cable Pallco Glen Cove

January 27, 1989

FAX (416) 363-5477

Giant Yellowknife Mines Limited
Suite 1900
95 Wellington Street West
Toronto, Ontario
CANADA M5J 2N7

Attention: Mr. Ken Blower, Vice President Operations

Dear Ken:

Per our discussion and recent meeting, enclosed please find a copy of our Mutual Non-Disclosure Agreement. Please have the appropriate information completed and return it to our attention for signature.

If you require any additional information or assistance, please do not hesitate to contact any of the people listed below.

Very truly yours,

PALL PROCESS FILTRATION CORPORATION

Ben Willemstyn

Ben Willemstyn
Sales Specialist

jfd

Attachment

cc: Barry McLeod, HyPower Systems
Norm Cathcart, Pall Canada Toronto
Brian Donovan, General Sales Manager PPFC

HAVE NOT ARRANGED ANYTHING

FORMERLY 2 VESSELS

TUESDAY 7th

TOOK AS HOME HOURS

(KENT MORROW)
(KENT BLOWER)
FILES