

NON-DISCLOSURE AGREEMENT

This Non-Disclosure Agreement (the "Agreement") is entered into on [DATE] between [PARTY A NAME], of [ADDRESS] ("Party A"), and [PARTY B NAME], of [ADDRESS] ("Party B"), together the "Parties".

The Parties agree as follows:

1. Purpose

The Parties wish to explore [BUSINESS PURPOSE] (the "Purpose") and may disclose confidential information to each other in connection with it.

2. Confidential Information

"Confidential Information" means all non-public information disclosed by either Party, whether written, oral or electronic, including business plans, financial data, customer lists, technical materials and trade secrets.

3. Obligations

Each Party shall keep the other's Confidential Information strictly confidential, use it solely for the Purpose, and disclose it only to employees or advisers who need it and are bound by similar obligations.

4. Exclusions

Confidential Information does not include information that is publicly available, already known to the recipient, independently developed, or lawfully obtained from a third party without restriction.

5. Compelled Disclosure

If a Party is legally required to disclose Confidential Information, it shall, where lawful, give the other Party prompt notice so that protective measures may be sought.

6. Term

This Agreement takes effect on the date above and the confidentiality obligations continue for [NUMBER] years from the date of disclosure.

7. Return of Materials

On request, each Party shall return or destroy all materials containing the other's Confidential Information.

8. No Licence

Nothing in this Agreement grants any licence or ownership rights in either Party's information or intellectual property.

9. Remedies

The Parties acknowledge that breach may cause irreparable harm and that the injured Party may seek injunctive relief in addition to any other remedies.

10. Governing Law

This Agreement is governed by the laws of [JURISDICTION], and the courts of [JURISDICTION] have exclusive jurisdiction.

IN WITNESS WHEREOF, the parties have executed this agreement on the date first written above.

PARTY A

Signature: _____

Name: [Name]

Date: _____

PARTY B

Signature: _____

Name: [Name]

Date: _____