

NON-DISCLOSURE AND CONFIDENTIALITY AGREEMENT

Date: [Insert Date]

Between:

[Company Name/Your Name] (the "Disclosing Party")

Address: [Insert Address]

And:

[Recipient Name/Company Name] (the "Receiving Party")

Address: [Insert Address]

1. Purpose

The parties wish to explore a business relationship or project involving [Insert Description of Project/Business]. In connection with this, the Disclosing Party may provide confidential information to the Receiving Party.

2. Definition of Confidential Information

"Confidential Information" includes all data, business plans, trade secrets, technical processes, financial information, and any other proprietary information disclosed orally or in writing, which is marked as confidential or should reasonably be understood to be confidential.

3. Obligations of the Receiving Party

The Receiving Party agrees to:

- Keep all Confidential Information strictly secret and confidential.
- Use the information solely for the purpose of evaluating or performing the business relationship.
- Limit access to the information to employees or advisors who need to know and who are bound by similar confidentiality terms.
- Not disclose the information to any third party without prior written consent from the Disclosing Party.

4. Exclusions

Confidentiality obligations do not apply to information that:

- Is or becomes public knowledge through no fault of the Receiving Party.
- Was already known to the Receiving Party prior to disclosure.
- Is independently developed without the use of the Confidential Information.
- Is required to be disclosed by law or court order.

5. Term

This agreement shall remain in effect for a period of [Insert Number] years from the date of disclosure.

6. Return of Materials

Upon request or termination of discussions, the Receiving Party shall return or destroy all physical or electronic copies of the Confidential Information.

7. Governing Law

This agreement shall be governed by the laws of [Insert State/Country].

Signatures:

Disclosing Party Signature: _____

Print Name: [Insert Name]

Title: [Insert Title]

Receiving Party Signature: _____

Print Name: [Insert Name]

Title: [Insert Title]