

Mutual Non-Disclosure Agreement

This Mutual Non-Disclosure Agreement ("Agreement") is entered into as of _____ (the "Effective Date") by and between:

- **Party A:** _____
- **Party B:** _____

1. Purpose

The parties wish to explore a potential business collaboration and may exchange certain confidential information for this purpose.

2. Definition of Confidential Information

"Confidential Information" means any non-public information disclosed by either party, whether oral, written, or otherwise, that is designated as confidential or should reasonably be understood as confidential.

3. Obligations

- Each party agrees to protect the other's Confidential Information with reasonable care.
- Confidential Information will not be disclosed to any third party, except to employees or agents with a need to know, who are bound by similar confidentiality obligations.
- Neither party will use the other's Confidential Information for any purpose other than the business collaboration.

4. Exclusions

Confidential Information does not include information that:

- Is or becomes publicly available through no fault of the receiving party;
- Was lawfully in the receiving party's possession before disclosure;
- Is rightfully received from a third party without obligation of confidentiality;
- Is independently developed without reference to the Confidential Information.

5. Term

This Agreement begins on the Effective Date and remains in effect for _____ years. The obligations regarding Confidential Information survive for _____ years after disclosure.

6. Return of Materials

On request, each party will return or destroy all Confidential Information received from the other.

7. No License

Nothing in this Agreement grants any rights to the other party's intellectual property.

8. Governing Law

This Agreement is governed by the laws of _____.

9. Signatures

Party A: _____

Name: _____

Title: _____

Date: _____

Party B: _____

Name: _____

Title: _____

Date: _____