

Mutual Non-Disclosure Agreement (NDA) for Joint Ventures

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

Party A: _____

Address: _____

Party B: _____

Address: _____

Each referred to herein individually as a "Party" and collectively as the "Parties".

1. Purpose

The Parties wish to explore a potential joint venture and, in connection with this, may disclose certain confidential and proprietary information to each other ("Confidential Information").

2. Definition of Confidential Information

"Confidential Information" means any information, technical data, trade secrets, or know-how, whether oral, written, or electronic, disclosed by either Party to the other that is designated as confidential or that reasonably should be understood to be confidential.

3. Exclusions

Confidential Information does not include information that:

1. Was in the possession of the receiving Party without restriction before receipt from the disclosing Party;
2. Is or becomes publicly available other than as a result of a breach of this Agreement;
3. Is rightfully received from a third party without a duty of confidentiality;
4. Is independently developed by the receiving Party without reference to the disclosing Party's Confidential Information.

4. Obligations

The Parties agree to:

- Use the Confidential Information solely for the Purpose above;
- Not disclose Confidential Information to any third party without prior written consent;
- Take reasonable measures to protect the confidentiality of the information.

5. Term

This Agreement and each Party's obligation to protect Confidential Information remain in effect for _____ years from the Effective Date.

6. Return or Destruction

Upon written request, each Party will return or destroy all Confidential Information received from the other Party.

7. No License

Nothing in this Agreement is intended to grant any rights under any patent, copyright, or other intellectual property of either Party.

8. Governing Law

This Agreement is governed by the laws of _____ (Jurisdiction).

9. Entire Agreement

This Agreement constitutes the entire understanding between the Parties and may only be modified in writing signed by both Parties.

Party A Name & Signature

Date: _____

Party B Name & Signature

Date: _____