

RECIPROCAL NON-DISCLOSURE AGREEMENT

THIS AGREEMENT made effective the _____ day of _____, _____.

BETWEEN:

PARTY1
("Party1")

- and -

PARTY2
("Party2")

WHEREAS:

(set out the relationship between the parties)

- #. For the purpose of furthering the relationship between the parties, the parties hereto desire to set forth the terms and conditions upon which they are prepared to allow each other access to certain proprietary or confidential information.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the mutual covenants and agreements contained in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, the parties hereby agree as follows:

- 1.(a) For the purposes of this Agreement, the "Confidential Information" shall mean all oral, written, magnetic, digital, electronic or other machine readable information and data, and any accompanying support materials or documentation, disclosed directly or indirectly by one party to the other or to any corporation, firm, person or other entity associated with either of them relating to, without limitation, any discussions or negotiations between the parties concerning the evaluation of the potential business relationship between the parties.
 - (b) The Confidential information is the property of the party disclosing the same to the other party and the ownership of, and all right, title and interest therein, shall at all times remain exclusively vested in the originating party.
2. Each of the parties undertakes to the other: