

Investor Non-Disclosure Agreement

This Investor Non-Disclosure Agreement ("Agreement") is made and entered into as of ("Effective Date") by and between:

- **Discloser:**
- **Investor:**

1. Definition of Confidential Information

For the purposes of this Agreement, "Confidential Information" means any and all non-public informations, materials, data or know-how disclosed by Discloser to Investor, either directly or indirectly, in writing, orally, or by inspection.

2. Obligations of Investor

- Investor agrees to use Confidential Information solely for the purpose of evaluating a potential investment in Discloser.
- Investor will restrict disclosure of Confidential Information to only those employees or representatives who need to know such information for the above purpose.
- Investor will not disclose any Confidential Information to any third party without the prior written consent of Discloser.

3. Exclusions from Confidential Information

- Information that is or becomes publicly available other than through breach of this Agreement;
- Information lawfully received from a third party without obligation of confidentiality;
- Information independently developed by Investor without reference to Discloser's Confidential Information.

4. Term

This Agreement and Investor's duty to hold Confidential Information in confidence remain in effect for a period of years from the Effective Date.

5. Return of Materials

All documents and other tangible materials containing or representing Confidential Information and all copies thereof shall be and remain the property of Discloser and shall be promptly returned to Discloser upon written request.

6. No License

Nothing in this Agreement is intended to grant any rights to Investor under any patent, copyright, or other intellectual property of Discloser, nor shall this Agreement grant Investor any rights in or to the Confidential Information except as expressly set forth herein.

7. Miscellaneous

This Agreement shall be governed by the laws of . Any amendments must be in writing and signed by both

parties.

Discloser Signature

Date:

Investor Signature

Date: