

## MUTUAL NON-DISCLOSURE AGREEMENT

### Confidential Information and Permitted Exceptions

Confidential Information does not include information that: (a) is public through no fault of the Recipient; (b) was known before disclosure; (c) is received from a third party without restriction;

(d) is independently developed by the Recipient without use of the Confidential Information

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### Assignment and Change of Control

Neither party may assign this Agreement without the prior written consent of the other party. Any purported assignment in breach of this Section is void.