Non-Disclosure Agreement

Parties

This Non-Disclosure Agreement (the "Agreement") is entered into as of February 15, 2023 by and between Wayne Enterprises (the "Disclosing Party") and 123 Industries (the "Receiving Party").

Purpose

The parties wish to explore a business opportunity of mutual interest, and in connection with this opportunity, the Disclosing Party may disclose to the Receiving Party certain confidential information.

Definition of Confidential Information

"Confidential Information" means any information disclosed by the Disclosing Party to the Receiving Party, either directly or indirectly, in writing, orally or by inspection of tangible objects, that is designated as "Confidential", "Proprietary" or some similar designation.

Non-Disclosure Obligations

The Receiving Party shall hold the Confidential Information in strict confidence and shall not disclose such Confidential Information to any third party.

Term

The obligations of the Receiving Party under this Agreement shall survive termination of any business relationship between the parties and shall continue for a period of 3 years from the date of disclosure of the Confidential Information.

Return of Materials

All documents and other tangible objects containing or representing Confidential Information which have been disclosed by the Disclosing Party to the Receiving Party, shall be and remain the property of the Disclosing Party and shall be promptly returned to the Disclosing Party upon the Disclosing Party's

written request.

No Rights Granted

Nothing in this Agreement shall be construed as granting any rights to the Receiving Party under any patent, copyright, or other intellectual property right of the Disclosing Party.

Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, without giving effect to any choice of law or conflict of law provisions.

Signatures

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.