



Manufacturing Agreement Precursor To Global Long Term Manufacturing Joint Venture

STAGE 1

Dear Araf,

After our visit, subsequent meetings and conversations I outline herein most of the elements of a first stage agreement.

As we discussed if we are to hitch our wagon, so to speak to the manufacturing facility in Morocco we will need to establish a formal agreement and this letter is to cover the main points and ensure we are all on the same page.

At this stage the discussions are between us but we will need full involvement of the entire executive team in Morocco in order to finalise these points and proceed to major orders.

In order to begin an immediate trial with a subset of our licensee's in the US we need:

- Specific pricing on a complete unit (excluding metal pole which will be acquired locally) and available variations (eg. on light heads).
Complete unit comprising of:
 - Solar panel
 - Light head, LED's, drivers, lenses and shoulder / bracket
 - Internal fixings for battery / controller
 - Wiring loom
 - Battery pack
 - Charge / lighting controller
- All certificates of manufacture, origin for components not manufactured and other relevant certificates to be sent including ISO 9001, manufacture quality, and employment, warranty terms.
- iLamp branding & labelling
- Current stock and capacity available to iLamp

STAGE 2

This is with a view to a global long term mass manufacturing joint venture for which I offer the following discussion points:

- Agreement to install a limited number of people from CPG at the factory full or part time to deal with large orders and new innova-

- tions and to assist in factory visits.
- Phone line and signage a factory
- Agreement to manufacture certain units exclusive to iLamp, to our specification.
- Exclusive capacity guarantees to iLamp
- Safeguards and additional guarantees to ensure consistent flow

I believe that by addressing these points, we can swiftly move forward in establishing a robust and mutually beneficial partnership. I look forward to finalizing these details and commencing the trial phase.

Feel free to reach out if you have any questions or require any clarification on any of the outlined points.

Yours sincerely,

Edward Fitzpatrick

CEO

Conflow Power Group Limited