

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is made the 5 day of October 2018

BETWEEN

INDAGO PARTNERS (ABN 74 522 572 570) 30 Dalton Street, GISBORNE VIC 3437

AND

**IPACS Power Pty Ltd (ABN 14 150 389 736) Module 3.0, Endeavour House 11-15 Fourth Avenue,
MAWSON LAKES SA 5095**

RECITALS

1. This Memorandum of Understanding ("MOU") sets out a framework for co-operation between the Parties that is aimed at exploring a mechanism to jointly bid for and win Projects for clients in the Defence, Mining and Petroleum Industries.
2. Indago Partners is a business advisory partnership with experience, expertise and partnerships in, among other things, innovation and information systems for defence, mining and petroleum industries.
3. IPACS Australia Pty Ltd is an information technology company with experience, expertise and partnerships in, among other things, condition monitoring systems, for multiple industries, including but not limited to defence, mining and petroleum industries.

SCOPE OF THE PROJECTS

4. The parties will co-operate to develop a shared pipeline of opportunities for Projects that:
 - a. involve the capture, storage, management and analysis of geospatial and other technical data;
 - b. involve consulting, business process design, IT systems design and engineering, IT systems integration, and IT software and hardware provision;
 - c. demonstrate new or significantly enhanced capability for clients that deliver high value to their business; and
 - d. target clients in the defence, mining and petroleum industries.
5. The parties will co-operate to develop bids for Projects that may include but are not limited to:
 - a. Gather data and other information to facilitate the development of bids and identify Projects of interest to the parties;
 - b. Identify and develop value propositions to determine where new technologies are justified;
 - c. Undertake workflow analysis and business process design relevant to any Project that the parties expect to bid for;
 - d. Conduct system analysis, architecture and design;
 - e. Establish risk analysis mechanisms and mitigation strategies;
 - f. Implement change management;
 - g. Participate in business engagement;
 - h. Provide and undertake business integration of new and existing technologies;
 - i. Undertake proof of concept trials;
 - j. Manage trial facilities; and
 - k. Undertake training.