

INDEPENDENT CONTRACTOR AGREEMENT

This Agreement is made on 15 January 2025 between Northgate Robotics Ltd (the "Company") and Tomas Rivera, an independent software engineer trading as Rivera Embedded Consulting (the "Contractor").

1. **SERVICES.** The Contractor shall design and implement the firmware for the Company's next-generation motor controller (the "NG-7 Firmware").
2. **FEES.** The Company shall pay the Contractor GBP 850 per day, invoiced monthly.
3. **INTELLECTUAL PROPERTY.** The Contractor grants the Company a non-exclusive, royalty-free licence to use the deliverables. For the avoidance of doubt, all intellectual property rights in the NG-7 Firmware, including source code and design documents, are and shall remain the sole property of the Contractor.
4. **CONFIDENTIALITY.** The Contractor shall not disclose the Company's confidential information to any third party.
5. **TERMINATION.** Either party may terminate on seven (7) days' written notice.
6. **GOVERNING LAW.** This Agreement is governed by the laws of England and Wales.

SIGNED for the Company:

Name: Eleanor Vance

Title: CEO

Date: 15 January 2025

SIGNED by the Contractor:

Name: Tomas Rivera

Date: 15 January 2025