

## SECURITIES PURCHASE AGREEMENT

This Securities Purchase Agreement ("**Agreement**") is made and entered into on December 31, 2018 ("**Effective Date**"), by and between [REDACTED] Spark, Inc., a Nevada corporation ("**Company**"), and the investor whose name appears on the signature page hereto ("**Investor**").

### Recitals

**A.** The parties desire that, upon the terms and subject to the conditions herein, Investor will purchase for \$5 Million a Debenture that is convertible into Common Stock and a Warrant; and

**B.** The offer and sale of the Securities provided for herein are being made pursuant to a current and effective shelf Registration Statement.

### Agreement

In consideration of the foregoing, the receipt and adequacy of which are hereby acknowledged, Company and Investor agree as follows:

**I. Definitions.** In addition to the terms defined elsewhere in this Agreement and the Transaction Documents, capitalized terms that are not otherwise defined have the meanings set forth in the Glossary of Defined Terms attached hereto as **Exhibit 1**.

### **II. Purchase and Sale.**

**A. Purchase Amount.** Subject to the terms and conditions herein and the satisfaction of the conditions to Closing set forth below, for an aggregate purchase price of \$5,000,000.00 ("**Purchase Amount**"), Investor hereby irrevocably agrees to purchase a Debenture in the aggregate Face Value of \$5,250,000.00 with a 5.0% original issue discount (OID) and a Warrant and Common Stock, all in accordance with the terms, provisions, and schedule set forth in this Agreement and in the Transaction Documents.

**B. Deliveries.** The following documents will be fully executed and delivered at the Closing:

1. Debenture, in the form attached hereto as **Exhibit 2**;
2. Transfer Agent Instructions, in the form attached hereto as **Exhibit 3**;
3. Legal Opinion, in the form attached hereto as **Exhibit 4**;
4. Officer's Certificate, in the form attached hereto as **Exhibit 5**;
5. Secretary's Certificate, in the form attached hereto as **Exhibit 6**;
6. Warrant, in the form attached hereto as **Exhibit 7**; and