

## NOTE PURCHASE AND SECURITY AGREEMENT

This Note Purchase and Security Agreement entered into on April 19, 2018, and amended by [REDACTED] and [REDACTED] NANO TECH, INC., a Delaware corporation (the "Borrower"), and [REDACTED] SON [REDACTED] AL SPECIAL FINANCE FUND II, L.P., a Delaware limited partnership ("Purchaser").

### RECITALS

A. Borrower desires to issue and sell the Note (as defined below) to Purchaser and Purchaser is willing to purchase the Note all in accordance with the terms of this Agreement.

B. Capitalized terms used herein shall have the meanings assigned to them in Schedule A and, for purposes of this Agreement and the other NPA Documents, the rules of construction set forth in Schedule A shall govern. All schedules, attachments, addenda and exhibits hereto, or expressly identified to this Agreement, are incorporated herein by reference, and taken together with this Agreement, constitute but a single agreement.

### AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter contained, intending to be legally bound hereby, the parties hereto agree as follows:

1. Note Purchase and Sale.

1.1 Term Note.

(a) On or prior to the Closing, Borrower shall have authorized (i) the sale and issuance to Purchaser of a senior secured term promissory note in the aggregate principal amount of Five Million Dollars (\$5,000,000) (the "Note"), (ii) the sale and issuance of Four Hundred Twenty Thousand (420,000) shares of the Borrower's Series C Preferred Stock (at an issuance price of \$3.3134 per share) (the "Series C Preferred Stock"), and (iii) the right to purchase (for no additional consideration) Thirty Thousand (30,000) shares of the New Series of Preferred Stock (as defined in Section 4.10 below) as more fully set forth in Section 4.10 below (at a deemed issuance price of at least \$3.314 per share) (such shares of New Series of Preferred Stock collectively with the Series C Preferred Stock, the "Issued Preferred Stock"). The Note shall be in the form of Exhibit A attached hereto. The Issued Preferred Stock issued to the Purchaser represents, in the aggregate, 2.41% of the fully diluted Common Stock (assuming the issuance of all authorized grants under the management stock option plan and conversion and/or exercise of all outstanding rights convertible or exercisable for Common Stock) of the Borrower at Closing.

(b) Subject to the terms and conditions hereof, Borrower hereby agrees to issue and sell to Purchaser, and Purchaser agrees to purchase from Borrower (i) the Note in the principal amount of Five Million Dollars (\$5,000,000) and (ii) the Issued Preferred Stock, for a total purchase price of Five Million Dollars (\$5,000,000) (the "Purchase Price"). Borrower and Purchaser are executing and delivering this Agreement in accordance with and in reliance upon the exemption from securities registration afforded by Section 4(2) of the Securities Act of 1933,