



**NANOTECH ENTERTAINMENT, INC.**

(Exact name of Small Business Issuer as specified in its charter)

**Nevada**

(State of incorporation)

**2450 Kruse Drive**

**San Jose, CA 95131**

(Address of principal executive offices)

**408-414-7355**

(Registrant's telephone number, including area code)

**DECEMBER 17, 2014**

**NOTICE OF MATERIAL AGREEMENT**

All Information in this notice has been compiled to fulfill the disclosure requirements of the Alternative Reporting Standard: Guidelines For Providing Adequate Current Information Established By The OTC Markets Group. The enumerated items and captions contained herein correspond to the format as set forth in that guideline.

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF NANOTECH ENTERTAINMENT, INC. ("COMPANY") IN ACCORDANCE WITH RULE 15c2(11) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

Unless the context in this Information and Disclosure Statement otherwise requires, all references in this Information and Disclosure Statement to "our", "us" and "we" refer to NanoTech Entertainment, Inc., and any subsidiaries.

All dollar amounts in this Report are stated in terms of U.S. dollars and are subject to currency fluctuations.

### **Safe Harbor for Forward-Looking Statements**

When used in this report, the words "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements within the meaning of Section 27a of the Securities Act of 1933 and Section 21c of the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's Future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and those actual results may differ materially from those included within the forward looking statements as a result of various factors. Such factors include, among other things, uncertainties relating to our success, in judging consumer preferences, financing our operations, entering into strategic partnerships, engaging management, seasonal and period-to-period fluctuations in sales, failure to increase market share or sales, inability to service outstanding debt obligations, dependence on a limited number of customers, increased production costs or delays in production of new products, intense competition within the industry, inability to protect intellectual property in the international market for our products, changes in market condition and other matters disclosed by us in our public filings. From time to time forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. Where, in any forward-looking statement, the Company expresses an expectation or belief as to future results or events, such expectations or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Our actual results could differ materially from those anticipated in these forward-looking statements.

**1) Entry into a Material Definitive Agreement.**

On December 17, 2014, NanoTech Entertainment, Inc., a Nevada Corporation (“NTEK”), entered into an acquisition Agreement with High Velocity Enterprises, Inc., a Nevada Corporation (“HVEL”) to acquire controlling interest of the company and all of its assets.

The Agreement includes a combination of cash and stock and is to be completed no later than Q1 2015. Upon completion of the acquisition, NTEK management shall take over the operations of HVEL, which shall be operated as a majority controlled subsidiary. The Agreement contains customary representations, warranties and covenants of NTEK and HVEL, conditions to closing, indemnification obligations of NTEK and HVEL and termination and other customary provisions.

**2) Issuer Certification**

I, Jeffrey A. Foley, Chairman & CEO, certify that:

1. I have reviewed this Notice of Material Agreement of NanoTech Entertainment, Inc. (NTEK);

2. Based on my knowledge, this notice does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

DECEMBER 17, 2014

/s/ JEFFREY A. FOLEY

CHAIRMAN & CEO