



NOTICE OF THE ANNUAL SHAREHOLDERS' MEETING

Time and Date:

1:00 p.m. Pacific Time on Friday January 19, 2018

Place:

Casino M8trix, 1887 Matrix Blvd, San Jose, CA 95110

Record Date:

January 5, 2018

Voting:

Shareholders as of the record date holding any number of shares of Class A common stock or Class A Preferred stock are entitled to vote.

To NanoTech Entertainment Shareholders:

NanoTech Entertainment will hold its 2018 Annual Shareholder's Meeting on Friday, January 19, 2018, at 1:00 p.m. Pacific Time at the Casino M8Trix in San Jose, CA. The registration desk will open at 12:00 p.m. At the meeting, shareholders will be asked to consider and vote upon the following proposals:

1. Election of 3 Directors named in the Proxy Statement, each for a one-year term expiring in 2019;
2. Advisory votes on shareholder proposals, if properly presented.

Seating at the Annual Meeting is limited. If you plan to attend the meeting in person, you must pre-register with the NanoTech IR/SR Team prior to the meeting.



INFORMATION ABOUT REGISTERING FOR AND ATTENDING THE ANNUAL SHAREHOLDER'S MEETING

Pre-Registration and Admission Policy

Only shareholders and duly appointed proxyholders may attend the meeting. To request to attend the meeting please send the pre-registration form and proof of share ownership to the NanoTech IR/SR Team by U.S. email or email as described below.

- A registered shareholder (i.e. someone holding a share certificate) may request a ticket to attend the meeting by sending a request and providing proof of share ownership such as a copy of the certificate by U.S. mail or by scanning and attaching the documents to an email.
- If shares are held through an intermediary, such as a bank or broker, send the request and proof of ownership such as a brokerage statement reflecting the same name and NTEK holdings as of the record date of January 5, 2018, either by U.S. mail or by scanning and attaching the documents to an email.
- A duly appointed proxy for a shareholder must send the request, proof of proxy and proof of share ownership, either by U.S. mail or by scanning and attaching the documents to an email.

Requests for tickets must be sent by email to ir@ntek.com or by U.S. mail to NanoTech Entertainment, Shareholder Services, 2450 Kruse Drive, San Jose, CA 95131. Requests for tickets and all supporting documentation must be received no later than 5:00 p.m. Pacific time on January 14, 2018. A government-issued photo identification as well as the confirmation letter must be shown at the meeting registration desk.



SHAREHOLDER PROXY FORM

This proxy is solicited on behalf of management of NanoTech Entertainment, Inc. (the "Company"). The undersigned shareholder of the Company hereby appoints _____, with full power of substitution, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the Annual Shareholder's Meeting of the Company to be held at 1:00 p.m. Pacific Time on Friday January 19, 2018, and at all adjournments thereof, and are specifically directed to vote the common shares represented by this proxy.

Shareholder Name

Shareholder Signature

Date



SHAREHOLDER VOTING FORM

If you plan to attend the meeting, you can bring this form with you. If you do not plan to attend, or wish to register your vote ahead of time, please send this form via U.S. mail or email to ir@ntek.com

SHAREHOLDER NAME: _____

PROPOSAL #1 - ELECTION OF DIRECTORS

With resignation of all current board members having been recorded, our Board of Directors will be standing for election with a minimum of 3 Directors, one of whom is independent. Nominees who receive a majority of the votes cast will be elected.

- Kris Dillinger For Against
- Rod Riegel For Against
- Myron Nash For Against
- David R. Foley For Against
- _____ For
- _____ For
- _____ For

PROPOSAL #2 – SHARE BUYBACK

In an effort to eliminate the need to issue more outstanding shares, the Company is proposing to set aside ten percent (10%) of its profits to engage in a share buyback plan of at least 100,000,000 shares during the next calendar year, returning shares to the treasury.

For Against

PROPOSAL #3 – AUTHORIZED SHARE REDUCTION

In a sign of reducing the need to issue new shares, the Company is proposing to reduce the Authorized Shares from 499,000,000 to 250,000,000.

For Against

PROPOSAL #4 – EXECUTIVE COMPENSATION

In an effort to incentivize several key acquisition targets, the Company wishes to set aside a pool of 100,000,000 shares from the treasury, without increasing the outstanding shares for Executive Compensation packages.

For Against

PROPOSAL #5 – EXECUTIVE COMPENSATION

In an effort to attract and keep key team members moving forward, the Company wishes to set aside a pool of 50,000,000 shares from the treasury, without increasing the outstanding shares for Executive Compensation packages.

For Against

Signature

Date

DIRECTOR QUALIFICATIONS

Kris Dillinger

Mr Dillinger's background is one of international finance, having been involved in bank corporate finance, property investment and all aspects of multimedia finance. He has been responsible for the financing of millions of dollars of feature film production and new media software. He has also represented the financial interests and sales operations of seven European television stations. Mr Dillinger was the financial advisor and personal assistant to Prince Faizal Saudi Arabia corporate acquisitions. Mr Dillinger has been Managing Director of Oppenheimer Media Division which he supervised over 500 million US\$ of feature film investment Mr Dillinger has extensive experience in worldwide media financing.

Rod Riegel

Riegel's career has been highlighted by spearheading the merger of content and new consumption technologies since the early '90s. He began his entertainment career with Time Warner on the linear channel side of the business, and later served in a variety of leadership roles at News Corporation, including guiding the expansion of the company's global entertainment businesses as Senior Vice President of Marketing and Strategic Affairs for 20th Century Fox. Riegel most recently served as Corporate Vice President of Global Market Development and Strategy for 3net and 3net Studios, the emerging technology joint ventures formed by Sony Corp., Discovery Communications and IMAX Corporation. He also serves as an advisor to Cinemaloop. Inc., the digitized engagement platform connecting moviegoers worldwide.

Myron Nash

Myron Nash is an entertainment industry professional experienced in motion picture and television content development, production/post-production management, media marketing, advertising and public relations. He has produced over 300 hours of prime-time network television programming. Mr. Nash is the director of Airstream Media Partner, representing content creators and over 600 hours of premium programming. Mr. Nash's specialties include connecting television, motion picture, brand, marketing and PR professionals seeking new business opportunities. Mr. Nash has a very successful track record in developing projects with studio & network executives, corporate sponsors and financiers.

David R. Foley

Mr. Foley is the co-founder of NanoTech Entertainment and the creator of its products and technology including the world's first 4K Ultra HD streaming device and the award winning UltraFlix network. He is the founder of 4K Studios. Mr. Foley's career spans over 30 years of innovation and creation of award winning technology. Mr. Foley was the founder of UltraCade Technologies where he developed award winning products in the casino gaming and arcade markets.