Exhibit 10.1  
 NOTE PURCHASE AGREEMENT  
 THIS NOTE PURCHASE AGREEMENT, dated as of the date of acceptance set forth below, is entered into by and between Scorpius Holdings, Inc., a Delaware corporation, with headquarters located at 000 Xxxxx Xxxxx, Xxxxx 000, Xxxxxxxxxxx, Xxxxx Xxxxxxxx 00000 (the “Company”), and Elusys Holdings Inc., a Delaware corporation, with offices located at 0000 Xxxxxxxx Xxxxxx, Xxxxx 0000, Xxxx Xxxxx, Xxxxxxx 00000 (the “Buyer”).  
 W I T N E S S E T H:  
 WHEREAS, the Company and the Buyer are executing and delivering this Agreement in accordance with and in reliance upon the exemption from securities registration afforded, inter alia, by Regulation 506 under Regulation D (“Regulation D”) as promulgated by the United States Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “1933 Act”), and/or Section 4(a)(2) of the 1933 Act;  
 WHEREAS, the Buyer wishes to purchase, upon the terms and subject to the conditions of this Agreement) the Company’s 1% promissory note due July 1, 2024 in the principal amount of $750,000.00, in the form attached as Exhibit A hereto (the “Note”);  
WHEREAS, on January 26, 2024, the Company issued and sold to Buyer a 1% convertible promissory note in the principal amount of $2,250,000 (the “Prior Note”); and  
 WHEREAS, the Company and Buyer wish to amend and restate the Prior Note, in the form attached as Exhibit B hereto (the “Restated Note”, and together with the Prior Note, the “Notes”), to amend Section 2(b) thereof and extend its maturity date to September 1, 2025.