EXHIBIT 10.2  
 SUBSCRIPTION AGREEMENT  
 This SUBSCRIPTION AGREEMENT (“Subscription Agreement”) made as of this 21st day of December, 2022, by and between Odyssey Semiconductor Technologies, Inc., a Delaware Corporation (the “Company”), and Xxxx and Xxxx Xxxxxxx 1998 Family Trust dated January 27, 1998 (the “Subscriber”). Company and Subscriber may be collectively referred to for purposes of this Subscription Agreement as the “Parties”.  
 RECITALS  
 WHEREAS, the Company intends to offer (the “Offering”) for sale $2,350,000 (the “Offering Amount”) of its 10% secured convertible promissory Bridge Notes (each, a “Note”). The Bridge Notes are substantially in the form attached hereto as Exhibit A and are being offered in reliance upon the exemption from registration provided for under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”) and Rule 506(b) of Regulation D promulgated thereunder (“Regulation D”), the terms and conditions hereinafter set forth.  
 WHEREAS, the Subscriber desires to acquire certain principal amount of Bridge Notes.  
 NOW, THEREFORE, for and in consideration of the promises and the mutual covenants hereinafter set forth, the parties hereto do hereby agree as follows:  
 AGREEMENT  
 1. Subscription Procedure