

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>GRUENER GARRETT</u>  (Last) (First) (Middle)  <u>C/O NANOMIX CORP.,</u> <u>2121 WILLIAMS STREET</u>  (Street) <u>SAN LEANDRO CA 94577</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NANOMIX Corp [ NNMX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2022		C		25,160,338	A	(3)	25,160,338	D	
Common Stock	08/18/2022		P		32	A	\$0.57	25,160,370	D	
Common Stock	08/19/2022		P		2,968	A	\$0.4	25,163,306	D	
Common Stock	08/22/2022		P		1,500	A	\$0.36	25,174,838	D	
Common Stock	08/22/2022		P		11,500	A	\$0.4	25,176,338	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Secured Convertible Promissory Note	\$0.0119	06/25/2021		J <sup>(1)</sup>		\$1,603,778 <sup>(1)</sup>		06/25/2021	06/25/2023	Common Stock	134,771,261	\$1,603,778	\$1,603,778	D	
Common Stock Purchase Warrants	\$0.0119	06/25/2021		J <sup>(1)</sup>		134,771,261 <sup>(1)</sup>		06/25/2021	06/25/2026	Common Stock	134,771,261	(1)	134,771,261	D	
Senior Secured Convertible Promissory Note	\$0.0119	02/28/2022		P <sup>(2)</sup>		\$444,444 <sup>(2)</sup>		02/28/2022	02/28/2024	Common Stock	37,348,235	\$444,444	\$2,048,222	D	
Common Stock Purchase Warrants	\$0.0119	02/28/2022		P <sup>(2)</sup>		37,348,235 <sup>(2)</sup>		02/28/2022	02/28/2027	Common Stock	37,348,235	(2)	172,119,496	D	

**Explanation of Responses:**

- On June 25, 2021, Reporting Person exchanged a promissory note in the principal amount of \$1,603,778 for (i) a senior secured convertible note for an aggregate principal amount of \$1,603,778 (the "June 2021 Note") and (ii) a warrant to purchase 134,771,261 shares of the Issuer's common stock (the "June 2021 Warrant"). The June 2021 Note matures on June 25, 2023. The June 2021 Note is convertible at any time into shares of the Issuer's common stock equal to \$0.0119 (the "Conversion Price"). The June 2021 Warrant is exercisable at any time into shares of common stock equal to \$0.0119 (the "Exercise Price"). On March 2, 2022, the Conversion Price and Exercise Price were adjusted to \$2.0587 upon consummation of the Issuer's previously announced reverse split. The Conversion Price and Exercise Price were again amended to \$1.1717 in March 2022. At any time during any Event of Default, the Conversion Price in effect may be equal to the Alternative Conversion Price (as defined in the Note).
- On February 28, 2022, Reporting Person was issued (i) a senior secured convertible note of the Issuer for an aggregate principal amount of \$444,444 (the "February 2022 Note") and (ii) a warrant to purchase 37,348,235 shares of the Issuer's common stock (the "February 2022 Warrant") for an aggregate purchase price of \$400,000. The February 2022 Note matures on February 28, 2024. The February 2022 Note is convertible at any time into shares of the Issuer's common stock at the Conversion Price. The June 2021 Warrant is exercisable at any time into shares of the Issuer's common stock at the Exercise Price. On March 2, 2022, the Conversion Price and Exercise Price were adjusted to \$2.0587 upon consummation of the Issuer's previously announced reverse split. The Conversion Price and Exercise Price were again amended to \$1.1717 in March 2022. At any time during the continuance of any Event of Default, the Conversion Price in effect may be equal to the Alternative Conversion Price.
- On March 2, 2022, the Reporting Person's Series C Preferred Stock automatically converted into an aggregate of 25,160,338 shares of the Issuer's common stock upon consummation of the Issuer's previously announced reverse stock split.

/s/ Garrett Gruener

09/21/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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