



September 10, 2013

Jan Bouten
Partner, Innova Fund II
20 South Dudley Street, Suite 620
Memphis, TN 38103

Dear Mr. Bouten:

Pursuant to the Convertible Promissory note entered into on August 12, 2013, by Innova Fund II, a Tennessee Limited Partnership, and BioNanovations Corporation, Innova Fund II has invested \$20,000.00 in BioNanovations Corporation.

Thank you,

A handwritten signature in black ink, appearing to read "Charleson Bell", is written over the typed name.

Charleson Bell, President and CEO