

August 13, 2013

Memphis Biomed Ventures Tennessee I, LLC
Attn: Gary Stevenson
17 West Pontotoc, Suite 200
Memphis, TN 38103

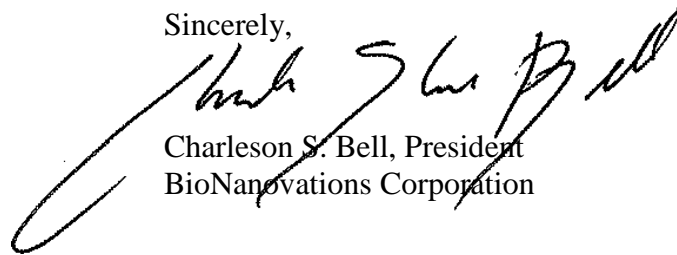
Re: Investment in BioNanovations Corporation

Dear Gary:

Memphis Biomed Ventures Tennessee I, LLC (“MBVTN”) has invested \$20,000 in BioNanovations Corporation (the “Company”), a corporation with its headquarters and principal place of business in Tennessee, pursuant to that certain Convertible Promissory Note dated as of August 12, 2013 (the “Note”), which amount is convertible into equity in the Company as provided in the Note.

We look forward to a long and prosperous relationship between the Company and MBVTN and thank you for your support.

Sincerely,

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

Charleson S. Bell, President
BioNanovations Corporation