OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

BIONITROGEN HOLDINGS CORP.

We are a company incorporated under the laws of the state of New Jersey on September 16, 1990. We changed our name to Bio Nitrogen Corporation as of August 29, 2011 to focus on building fully operational, turnkey manufacturing facilities to produce urea fertilizer. We then changed our name on September 25, 2013 to BioNitrogen Holdings Corp. We were originally incorporated under the name American Acquisition Corporation. On February 27, 1996 we changed our name to Savin Electronics Ltd and then on June 16, 1999 changed our name to Hidenet Secure Architectures, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 1400 Centrepark Blvd.
Address 2: Suite 860
Address 3: West Palm Beach, FL 33401
Phone: 561-600-9500
Email: info@bionmail.com
Website(s): www.bionitrogen.com

IR Contact
Address 1: Adam Friedman
Address 2: 28 West 44th Street, Suite 1111
Address 3: New York, NY 10017
Phone: 212-981-2529
Email: adam@adam-friedman.com
Website(s): www.adam-friedman.com

3) Security Information

Trading Symbol: BION
Exact title and class of securities outstanding: Common Stock
CUSIP: 09072R104
Par or Stated Value: $0.001
Total shares authorized: 1,000,000,000 as of: December 31, 2014
Total shares outstanding: 406,633,517 as of: December 31, 2014

Series A Convertible Preferred Stock
Par Value: $0.001
Total shares authorized: 10,000,000 as of: December 31, 2014
Total shares outstanding: 10,000,000 as of: December 31, 2014

Transfer Agent
Name: Olde Monmouth Stock Transfer Co., Inc.
Address 1: 200 Memorial Parkway
Address 2: Atlantic Highlands, NJ 07716
Phone: 732-872-2727
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services.

Date	Type of Securities	Number of Shares Offered	The price at which the shares were offered
December 31, 2011 Common Shares Outstanding		200,500,187	
2012	Convertible Debenture Shares	93,600,702	$0.03
2012	Common Shares	333,333	$0.03
2012	Warrants Converted into Common Shares	1,000,00	$0.06
2013	Convertible Debenture Shares	5,666,666	$0.03
2013	Common Shares	33,766,666	$0.04 - $0.06
2013	Warrants Converted into Common Shares	9,250,00	$0.06
2013	Options Converted into Common Shares	16,515,694	$0.05
2014	Common Shares	33,850,000	$0.04
2014	Options Converted into Common Shares	12,150,269	$0.06
	TOTAL DECEMBER 31, 2014	**406,633,517**	

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

1. Balance sheet;
2. Statement of income;
3. Statement of cash flows;
4. Financial notes; and
5. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Unaudited Financial Statements are incorporated by reference on Annual Report Filing – BioNitrogen Financials December 31, 2014

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

1. a description of the issuer's business operations;

We are a U.S. based company focused on the production of urea fertilizer using agricultural and forestry biomass as feedstock (raw material to supply or fuel a machine or industrial process). Agricultural and forestry biomass is defined as material and waste from trees, woody plants, agricultural plants and crop residues, including chips, branches, limbs, tops, needles, leaves, sugar cane bagasse, corn stover, rice hulls, cotton byproducts, and other woody material from harvesting, thinning and related activities that can be used to generate gas or energy. We believe that our patented technology, for the modularized system and method for urea production using agricultural and forestry biomass feedstock will transform residual agricultural and forestry waste and other biomass materials into urea for sale to farmers and agricultural wholesalers and retailers. The technologies used in the production of urea fertilizer are well proven and have been in use for decades in urea production and/or energy generation.

Through our patent-pending technologies we transform agricultural and forestry biomass materials into high-quality bulk urea for sale to agricultural wholesalers. The design results in a substantially smaller footprint and eliminates the use of hydrocarbons as the feedstock. Additionally transportation costs can be reduced as plants will be located in closer proximity to where biomass is produced and urea is consumed. It is estimated that over 50% of the cost of urea for farmers is due to transportation. Because of the smaller footprint in the construction and lower daily production of our plants, we will be able to easily replicate the process in a number of environments where feedstock is abundant and urea is needed. Our facilities are modular in design and substantially smaller than traditional urea plants, they are designed to manufacture 520 tons of fertilizer per day or approximately 179,400 tons per year. Typically urea plants cost almost $2 billion to build and rely on natural gas as a feedstock. Our plants do not rely on the highly volatile natural gas supply as a feedstock. Our plants will operate with virtually no impact on the environment. Our feedstock will be sourced via a combination of agricultural and forestry "waste" biomass which would traditionally be burned or placed in a landfill, yard and landscape debris such as branch and leaf clippings, sugarcane bagasse, and unproductive citrus trees.

2. Date and State (or Jurisdiction) of Incorporation:

We are a company incorporated under the laws of the state of New Jersey on September 16, 1990.

3. the issuer's primary and secondary SIC Codes;

2870

4. the issuer's fiscal year end date;

December 31

5. principal products or services, and their markets;

To produce urea fertilizer. Sale of Woody Biomass. Biomass studies

Worldwide demand for urea is growing as the world has a growing deficit in food production. Worldwide production of urea in 2010 and 2011 was reported by the IFA (International Fertilizer Industry Association) at 152 and 156 million tons respectively, while world production is expected to grow by 4.4% per annum through 2016. Global urea demand, on the other hand, was of 148 million tons in 2010 and of the order of approximately 153 million tons in 2011, which implies that the world urea industry operated at almost 100% capacity. With an expected world urea consumption growth rate of 2.4% per annum through 2016, this situation leads one to believe that the urea industry will continue to place almost its entire production capacity during the following years, although growing potential surpluses of around 8% and 10% are expected by 2016, mainly due to the 44 Mt capacity that will be added through new plants to be installed in China and India. In addition, the Americas represent 17% of the global consumption but produce only 10% and therefore need to import approximately 14 million tons of urea per year to meet their needs. This is roughly seven million tons each to North American and Central/South America, respectively.

We utilize a 100% green technology developed for the manufacture of urea for use in the fertilizer industry. With the growth of the population causing ever-increasing demands upon natural resources, fossil fuel consumption and its resultant negative impact on the environment will continue to sharply rise.

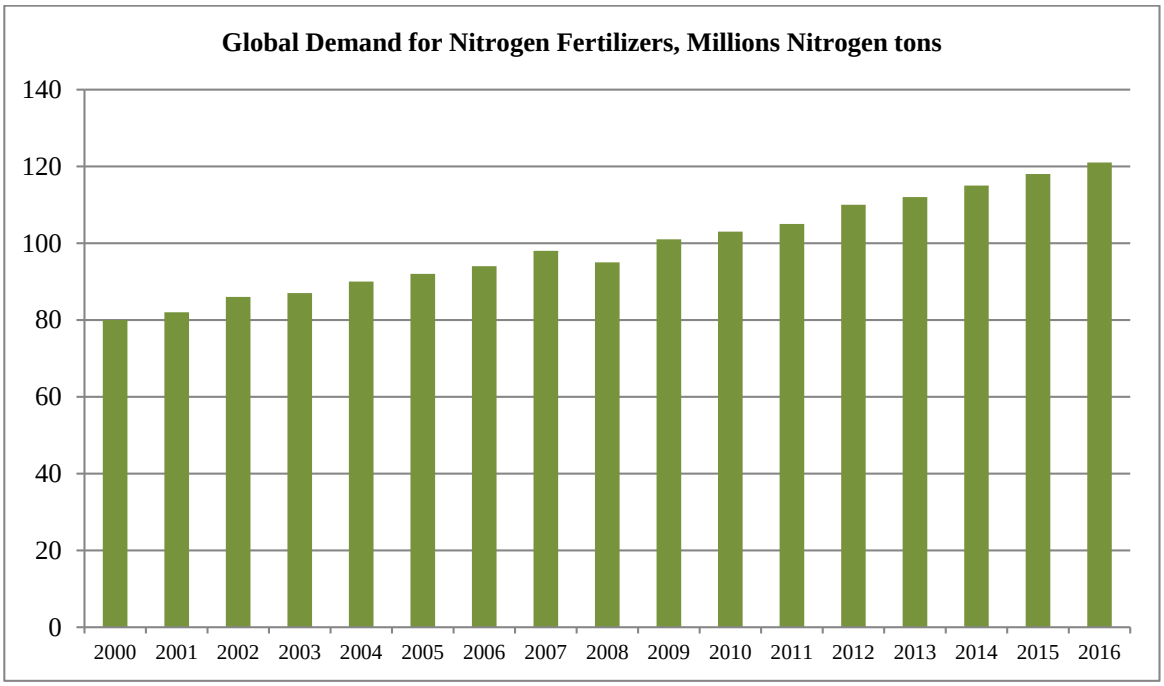
The global fertilizer industry each year faces more environmental challenges on a wide variety of issues, including air quality, water pollution and chemicals used in their products. We intend to revolutionize the urea industry by utilizing technologies in urea and energy production to create 46% nitrogen urea fertilizer through the conversion of waste and agricultural and forestry biomass in an environmentally sustainable and responsible manner instead of sub-terranean hydrocarbon products or natural gas as the raw materials for urea production.

Industry Information

In 2011, the United States imported 54.0% or 10.8 million tons of nitrogen fertilizer used for farming. Worldwide demand for urea is expected to be approximately 109 million tons in 2013. North American consumes approximately 13.0% of the total demand.

Regarding urea prices, historical information shows that the trend on urea prices has been steady over the years 1982 through 2002 at an average of US$ 112 per ton, but an increasingly upwards spike in prices (with peaks in 2008 at US$ 770 per ton) can be noticed during the past decade (2002-2012) with urea price growing at a Compound Annual Growth Rate (CAGR) of 18.4% during that period, for an average of US$ 289 per ton. The prices mentioned above are for urea Freight on Board (FOB) Black Sea. Thus, additional transport costs from the Black Sea to the United States are not included.

Global demand for nitrogen fertilizers continues to grow from 2000 to 2011, demand grew by 30%. Demand is expected to continue to grow in the next five years.



Our Customers and Marketing Strategy

Our customers will be primarily farmers who will utilize our urea fertilizer products. Our marketing strategy is mainly based on a framework supply agreement and plant offtake agreements signed with United Suppliers ("USI").

USI is based in Eldora, Iowa with a defined purpose of helping their owners be more capable and competitive in sourcing crop seeds and nutrients. The company is owned by locally controlled agricultural retailers who do business throughout the United States and Canada, and provides owners with a reliable, convenient and timely supply of crop nutrient and crop protection products. USI was established in 1963 by 30 Iowa retailers joining forces to create their own distribution company and has since grown to 735 owners in 20 states and three (3) Canadian providences, with more than 400 employees and sales in excess of $2.3 billion.

As per the agreements, the plants to be built by us in Florida and Louisiana and potentially elsewhere in the United States and Canada will provide USI with all of the production per plant of approximately 179,400 short tons per year for twenty-five (25) years. The terms of these agreements shall commence on the date that we complete construction of the production plant and we provide written notice to USI that we can begin accepting purchase orders. The agreement shall continue from this date on for twenty-five years thereafter. This agreement shall automatically renew for additional one year terms unless it is terminated in writing by either party at least one hundred and twenty days prior to the end of the term.

Our Revenue Source

Our revenue for the first plant will come from the urea fertilizer product that will be sold to farmers through the supply agreement with United Suppliers. Additional production coming from capacity expansion will be placed through an expansion of the agreement with United Suppliers or other agreement with wholesalers and retailers. Our sole revenue source will be urea fertilizer.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

On September 20, 2013, the Company entered into a 3 year and 4 month lease agreement for office space in West Palm Beach, Florida. The address is 1400 Centrepark Blvd., Suite 860, West Palm Beach, FL 33401. The Company was required to provide $11,779 as a security deposit. The rent for the first year is $37,450 and increases to $38,567 for the second year, $39,735 for the third year and $40,928 for the fourth year. The office measures 2,539 square feet. Effective May 1, 2014, the Company expanded the office space in West Palm Beach with a lease amendment to add an adjoining 1,830 square feet or 4,369 square feet in total. The Company was required to provide an additional $8,713 as a security deposit. The rent was abated for the first two initial months and thereafter will pay $2,249 per month in additional rent.

We have signed agreements that we may also seek to build plants in Louisiana. In the region of Louisiana we are expecting to build a plant in Pointe Coupe Parish, which has an abundance of feedstock such as sugar cane bagasse and that may be used as agricultural and forestry biomass. On August 20, 2013, we were granted TEFRA approval for the issuance of up to $1,250,000,000 in tax-exempt bonds for the acquisition, development, and construction of five plants in Pointe Coupee Parish, Louisiana by the Louisiana Community Development Authority ("LCDA"). On October 17, 2013, we received $300 million in allocation for the initial plant in Louisiana.

On March 26, 2014, the Company's subsidiary Hendry BN Construction & Fertilizer Services, LLC leased approximately 15 acres including a 50,000 square foot warehouse and a 36,500 square foot warehouse and office building in Clewiston, Hendry County, Florida. The address is 3013 Evercane Road (CR 835), Clewiston, FL 33440. The Company provided $20,000 as a security deposit. The lease is for five years and has the option to renew for up to four additional five year periods. The rent for the first four month is $10,000 plus taxes and increases to $22,000 for the next three months and then $22,000 per month thereafter.

On March 27, 2014, the Company's subsidiary BioNitrogen Plant FL Hendry, LLC entered into an agreement to purchase 240 acres in Clewiston, Hendry County, Florida. The address is 3400 Foley Road, Taylor County, Florida. The Company has the right to purchase the land for $25,000 per acre. During due diligence, the Company was made aware that the environmental issues on less than 15 acres in the northwest section had been expanded from water well drilling restrictions to include restrictions on the excavation of soil. The Company decided to cancel the purchase of all 240 acres and focus on purchasing a smaller portion of the industrial park. The smaller portion is approximately 75 acres and undeveloped agricultural land used to grow sugar cane. The Company is performing due diligence on this land, such as environmental reports and soil borings. The Company intends to lease with a purchase option on only the approximately 75 acres needed for the plant.

In October 2014, the Company's subsidiary BioNitrogen Plant FL Taylor, LLC entered into an agreement to lease for $1.00 per month from the City of Perry, Florida, approximately 55 acres in Taylor County, Florida. The address is 3400 Foley Road, Perry, Florida 32347. The Company established its Taylor County offices in an existing building on the property to start site and civil engineering work for the Taylor plant.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Name	Position
Carlos A. Contreras, Sr.	Director, Chief Executive Officer and Chairman of the Board
Bryan B. Kornegay, Jr.	Director
Roger Imperial	Director
Mario G. Beruvides, Ph.D. P.E.	Director and Member of the Technical Advisory Board
Terry R. Collins, Ph.D. P.E.	Member of the Technical Advisory Board
James L. Simonton, Ph.D. P.E.	Member of the Technical Advisory Board
Jessie Lozada, Jr.	Member of the Technical Advisory Board
Ernesto (Ernie) Iznaga	Vice President, Operations

Material Stockholders, Directors and Officers	
Bryan B. Kornegay, Jr.	7.7%
St. Denis J. Villere	6.2%
Lorne Abony	5.8%
Endeavour Growth Fund	4.1%
Mario G. Beruvides, Ph.D. P.E.	3.4%
Colonial First State Wholesale Global Resources Long Short Fund	3.0%
Carlos A. Contreras, Sr.	2.9%
Terry P. Collins, Ph.D. P.E.	2.9%
James L. Simonton, Ph.D. P.E.	2.7%
Jessie Lozado, Jr.	2.7%
Ernesto Iznaga	0.3%

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Brian Bernstein
Firm: Nason, Yeager, Gerson, White & Lioce, P.A.
Address 1: 1645 Palm Beach Lakes Blvd., Suite 1200
Address 2: West Palm Beach, FL 33401
Phone: (561) 686-3307
Email: BBernstein@nasonyeager.com

Accountant or Auditor
Auditor
Name: Manny Tzagarakis
Firm: RBSM LLP
Address 1: 805 Third Avenue, Suite 902
Address 2: New York, NY 10022
Phone: (212)-838-2643
Email: mtzagarakis@rbsmllp.com

Investor Relations Consultant
Name: Adam Friedman
Firm: Adam Friedman Associates LLC
Address 1: 28 West 44th Street, suite 1111
Address 2: New York, NY 10017

Phone: 917-675-6250
Email: adam@adam-friedman.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
NONE
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Carlos A. Contreras, Sr. certify that:

1. I have reviewed this Annual disclosure statement of BioNitrogen Holdings Corp.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 2, 2015

/s/Carlos A. Contreras, Sr.
(Digital Signature)
Chairman and Chief Executive Officer