CAGENIX*

July 11, 2011

Ken Woody Partner, Innova Fund II 20 South Dudley Street, Suite 620 Memphis, TN 38103

Dear Mr. Woody:

Pursuant to the Stock Purchase Agreement entered into as of June 14, 2011, by and among Cagenix, Inc., a Tennessee Corporation, and certain investors, Innova Fund II, LP has invested \$500,001.00 in Cagenix, Inc.

Thank you,

Daryl Newman, CEO

May 27, 2011

Ken Woody Partner, Innova Fund II 20 South Dudley Street, Suite 620 Memphis, TN 38103

Dear Mr. Woody:

Pursuant to the Convertible Note and Warrant Purchase Agreement entered into as of March 3, 2010, by and among Cagenix, Inc., a Tennessee Corporation, and certain investors, Innova Fund II, LP has invested \$70,000.00 in Cagenix, Inc.

Thank you,

Daryl Newman, CEO