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OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden  
 hours per response.....1.0  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(h) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
 may continue. See Instruction 1(b).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

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 1. Name and Address of Reporting Person\*

Investor Communications International, Inc.

-----  
 (Last) (First) (Middle)

435 Martin Street, Suite 2000

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 (Street)

Blaine, Washington 98230

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 (City) (State) (Zip)

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 2. Issuer Name and Ticker or Trading Symbol

GeneMax Corp. "GMXX"

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 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

n/a

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 4. Statement for Month/Year

December 2002

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 5. If Amendment, Date of Original (Month/Year)

n/a

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 6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

- Director  10% Owner  
 Officer (give title below)  Other (specify below)

no current relationship

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 7. Individual or Joint/Group Filing  
 (check applicable line)

- Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned  
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1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr.4)
Common Stock \$0.001 par value				Amount (D) Price	554,470	D	

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

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion cisable Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)	
Stock Options	\$0.50	12/03/02		C *	102,000	07/15/02	07/15/04	Common Stock	102,000	\$0.50	898,000	D	n/a

Explanation of Responses:

\* Pursuant to a Notice and Agreement of Exercise of Option dated December 3, 2002, Brent Pierce ("Pierce") who is a contractor to Investor Communications International, Inc. ("ICI"), exercised 102,000 stock options at the exercise price of \$0.50 per option to acquire 102,000 shares of the common stock of GeneMax Corp. ("GMXX"). Pursuant to the terms and provisions of a consulting Agreement between GMXX and ICI, GMXX previously granted to ICI 1,000,000 stock options (which were subject to an S-8 registration statement filed with the Securities and Exchange Commission). In connection with the exercise of stock options, the shares of common stock of GMXX are to be issued to Pierce who has provided bona fide services to GMXX under the Consulting Agreement.

Investor Communications Inc.

By: /s/ Marcus Johnson  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

January 7, 2003  
 \_\_\_\_\_  
 Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.