U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-27239

GENEMAX CORP.

(Exact name of small business issuer as specified in its charter)

NEVADA	88-0277072
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)

435 Martin Street, Suite 2000
Blaine, Washington 98230

(Address of Principal Executive Offices)

(360) 332-7734

(Issuer's telephone number)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Class	Outstanding as of August 11, 2003
Common Stock, $0.001 par value	16,813,519

Transitional Small Business Disclosure Format (check one)

Yes [ ] No [X]

PART I. FINANCIAL INFORMATION

PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

GENEMAX CORP.
(A DEVELOPMENT STAGE COMPANY)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2003

(UNAUDITED)

CONSOLIDATED BALANCE SHEETS

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

GENEMAX CORP.
(A DEVELOPMENT STAGE COMPANY)

INTERIM CONSOLIDATED BALANCE SHEETS

	June 30, 2003	December 31, 2002
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash	$ 46,204	$ 642,589
Prepaid expenses	6,000	6,000
	52,204	648,589
FURNITURE AND EQUIPMENT, (Note 5)		
net of depreciation of $100,551 (2002 - $79,138)	92,232	112,839
	$ 144,436	$ 761,428
LIABILITIES AND STOCKHOLDERS' EQUITY (CAPITAL DEFICIENCY)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 492,927	$ 264,613
Due to related parties (Note 6)	311,155	30,986
	804,082	295,599
COMMITMENTS AND CONTINGENCIES (Notes 1, 4 and 6)		
STOCKHOLDERS' EQUITY (CAPITAL DEFICIENCY)		
Capital stock (Note 7)		
Common stock, $0.001 par value, 25,000,000 shares authorized		
16,813,519 shares issued and outstanding (2002 - 15,847,519)	16,813	15,847
Additional paid-in capital	4,876,199	3,621,665
Common stock subscriptions	-	200,000
Common stock purchase warrants	610,700	610,700
Deficit accumulated during the development stage	(6,127,799)	(3,972,760)
Accumulated other comprehensive income (loss)	(35,559)	(9,623)
	(659,646)	465,829
	$ 144,436	$ 159,470

The accompanying notes are an integral part of these interim consolidated financial statements

GENEMAX CORP.
(A DEVELOPMENT STAGE COMPANY)

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended June 30, 2003	2002	Six months ended June 30, 2003	2002	July 27, 1999 (inception) to June 30, 2003
		(Note 1)		(Note 1)	(Note 1)
INTEREST INCOME	$ -	$ 29	$ -	$ 29	$ 26,571
OTHER INCOME					
EXPENSES					
Consulting fees	28,718	6,014	84,718	35,500	438,995
Consulting fees - stock based (Note 8)	549,625	-	561,500	-	1,191,775
Depreciation	10,731	10,180	21,413	20,361	100,551
License fees	-	-	-	-	79,243
Management fees	56,844	27,322	111,690	60,322	598,896
Office and general	244,589	22,792	610,346	41,803	857,772
Professional fees	68,444	45,213	154,198	72,249	664,701
Research and development	293,871	249,992	568,647	362,641	2,101,687
Travel	27,569	503	42,527	1,821	120,750
	1,280,391	362,016	2,155,039	594,697	6,154,370
NET LOSS FOR THE PERIOD	$(1,280,391)	$ (361,987)	$(2,155,039)	$ (594,668)	$(6,127,799)
BASIC NET LOSS PER SHARE	$ (0.08)	$ (0.03)	$ (0.13)	$ (0.05)	
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	16,813,123	11,431,965	16,535,591	11,431,965	

The accompanying notes are an integral part of these interim consolidated financial statements

GENEMAX CORP.
(A DEVELOPMENT STAGE COMPANY)

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six months Ended June 30 2003	2002	July 27, 1999 (inception) to June 30, 2003
		(Note 1)	(Note 1)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	$ (2,155,039)	$ (594,668)	$ (6,127,799)
Adjustments to reconcile net loss to net cash from operating activities:			
- depreciation	21,413	20,361	100,551
- non-cash consulting fees	-	-	5,750
- non-cash license fees	-	-	500
- stock-based compensation	561,500	-	1,191,775
- accounts payable	228,314	100,480	478,643
NET CASH USED IN OPERATING ACTIVITIES	(1,343,812)	(473,827)	(4,350,580)
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES			
Purchase of furniture and equipment	(806)	-	(192,783)
Pre reverse acquisition advances from Eduverse (Note 3)	-	250,000	250,000
Cash acquired on reverse acquisition of Eduverse (Note 3)	-		173,373
NET CASH FROM (USED IN) INVESTING ACTIVITIES	(806)	250,000	230,590
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds on sale and subscriptions of common stock	494,000	170,500	3,675,730
Loans payable	-	68,545	136,245
Advances from related parties	280,169	107,343	389,778
NET CASH FLOWS FROM FINANCING ACTIVITIES	774,169	346,388	4,201,753
EFFECT OF EXCHANGE RATE CHANGES	(25,936)	(5,301)	(35,559)
INCREASE (DECREASE) IN CASH	(596,385)	117,260	46,204
CASH, BEGINNING OF PERIOD	642,589	11,561	-
CASH, END OF PERIOD	$ 46,204	$ 128,821	$ 46,204

The accompanying notes are an integral part of these interim consolidated financial statements

GENEMAX CORP.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2003

(UNAUDITED)

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

On May 9, 2002, GeneMax Corp. (formerly Eduverse.com) ("GMC", "Eduverse" or "the Company"), a Nevada corporation entered into a letter of intent to acquire 100% of the issued and outstanding common shares of GeneMax Pharmaceuticals Inc. (a development stage company) ("GPI"), in exchange for a total of 11,431,965 restricted shares of common stock of Eduverse. In connection with this transaction, Eduverse changed its name to GeneMax Corp. During July and August Eduverse completed the transaction pursuant to a definitive Share Exchange Agreement and issued 11,231,965 restricted shares of common stock to the GPI stockholders and 200,000 shares of common stock as a finder's fee.

This acquisition has been accounted for as a reverse merger with GPI being treated as the accounting parent and GMC, the legal parent, being treated as the accounting subsidiary. Accordingly, the consolidated results of operations of the Company include those of GPI for all periods shown and those of GMC since the date of the reverse merger.

GPI is a private Delaware company incorporated July 27, 1999 which has a wholly-owned subsidiary, GeneMax Pharmaceuticals Canada Inc. ("GPC"), a private British Columbia company incorporated May 12, 2000. GPI is a development stage company which was formed for the purpose of building a biotechnology business specializing in the discovery and development of immunotherapeutics aimed at the treatment and eradication of cancer, and therapies for infectious diseases, autoimmune disorders and transplant tissue rejection.

During 2000 GPI and the University of British Columbia ("UBC") entered into a world-wide license agreement providing GPI the exclusive license rights to certain patented and unpatented technologies originally invented and developed by UBC. Also during 2000 GPI and UBC entered into a Collaborative Research Agreement ("CRA") appointing UBC to carry out further development of the licensed technology and providing GPI the option to acquire the rights to commercialize any additional technologies developed within the CRA in consideration for certain funding commitments (Refer to Note 4).

The consolidated financial statements have been prepared on the basis of a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a working capital deficiency of $751,878, a capital deficiency of $659,646 and has incurred significant losses since inception and further losses are anticipated in the development of its products raising substantial doubt as to the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on raising additional capital to fund ongoing research and development and ultimately on generating future profitable operations.

UNAUDITED INTERIM FINANCIAL STATEMENTS
The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and conforms with instructions to Form 10-QSB of Regulation S-B. They may not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material changes in the information disclosed in the notes to the financial statements for the year ended December 31, 2002 included in the Company's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission. The interim unaudited financial statements should be read in conjunction with those financial statements included in the Form 10-KSB. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the six months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION
These consolidated financial statements have been presented in United States dollars and prepared in accordance with United States Generally Accepted Accounting Principles ("US GAAP").

(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

PRINCIPLES OF CONSOLIDATION

The financial statements include the accounts of the Company and its wholly-owned subsidiaries GPI and GPC as described in Notes 1 and 3. The consolidated financial statements also include the accounts of the Company's inactive wholly-owned subsidiary, M&M Information and Marketing Services Inc. (incorporated in Nevada, USA). All significant intercompany balances and transactions are eliminated on consolidation.

USE OF ESTIMATES AND ASSUMPTIONS

Preparation of the Company's financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

FURNITURE AND EQUIPMENT

Furniture and equipment are stated at cost. Depreciation is computed at the following rates over the estimated useful lives of the assets:

Office furniture and equipment	36 months straight-line
Laboratory equipment	60 months straight-line

RESEARCH AND DEVELOPMENT COSTS

The Company has acquired exclusive development and marketing rights to certain technologies through a License Agreement and a Collaborative Research Agreement with UBC. The rights and license acquired are considered rights to unproven technology which may not have alternate future uses and therefore, have been expensed as incurred as research and development costs. Also, ongoing costs incurred in connection with the Collaborative Research Agreement are considered costs incurred in the development of unproven technology which may not have alternate future uses and therefore, have been expensed as incurred as research and development costs.

FAIR VALUE OF FINANCIAL INSTRUMENTS

In accordance with the requirements of SFAS No. 107, the Company has determined the estimated fair value of financial instruments using available market information and appropriate valuation methodologies. The fair value of financial instruments classified as current assets or liabilities including cash, prepaid expense, loans and accounts payable and due to related parties approximate carrying value due to the short-term maturity of the instruments.

FOREIGN CURRENCY TRANSLATION

The financial statements are presented in United States dollars. In accordance with Statement of Financial Accounting Standards No. 52, "Foreign Currency Translation", foreign denominated monetary assets and liabilities are translated to their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Revenue and expenses are translated at average rates of exchange during the year. Related translation adjustments are reported as a separate component of stockholders' equity, whereas gains or losses resulting from foreign currency transactions are included in results of operations.

NET LOSS PER COMMON SHARE

Basic earnings (loss) per share includes no dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive earnings (loss) per share reflect the potential dilution of securities that could share in the earnings of the Company. The accompanying presentation is only of basic loss per share as the potentially dilutive factors are anti-dilutive to basic loss per share.

(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

STOCK-BASED COMPENSATION

In December 2002, the Financial Accounting Standards Board issued Financial Accounting Standard No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS No. 148"), an amendment of Financial Accounting Standard No. 123 "Accounting for Stock-Based Compensation" ("SFAS No. 123"). The purpose of SFAS No. 148 is to: (1) provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation, (2) amend the disclosure provisions to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation, and (3) to require disclosure of those effects in interim financial information. The disclosure provisions of SFAS No. 148 were effective for the Company for the year ended December 31, 2002. As the options granted during the period were to consultants, no pro forma disclosures are required.

The Company has elected to continue to account for stock-based employee compensation arrangements in accordance with the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", ("APB No. 25") and comply with the disclosure provisions of SFAS No. 123 as amended by SFAS No. 148 as described above. In addition, in accordance with SFAS No. 123 the Company applies the fair value method using the Black-Scholes option-pricing model in accounting for options granted to consultants. Under APB No. 25, compensation expense is recognized based on the difference, if any, on the date of grant between the estimated fair value of the Company's stock and the amount an employee must pay to acquire the stock. Compensation expense is recognized immediately for past services and pro-rata for future services over the option-vesting period.

In accordance with SFAS No. 123, the Company applies the fair value method using the Black-Scholes option-priceing model in accounting for options granted to consultants.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force in Issue No. 96-18, "Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring or in Conjunction with Selling Goods or Services" ("EITF 96-18"). Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

The Company has also adopted the provisions of the Financial Accounting Standards Board Interpretation No.44, Accounting for Certain Transactions Involving Stock Compensation - An Interpretation of APB Opinion No. 25 ("FIN 44"), which provides guidance as to certain applications of APB 25. FIN 44 is generally effective July 1, 2000 with the exception of certain events occurring after December 15, 1998.

(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

INCOME TAXES

The Company follows the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis (temporary differences). The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. At June 30, 2003 a full deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded.

NOTE 3 - EDUVERSE ACQUISITION

Effective May 9, 2002 the Company entered into a letter of intent to acquire 100% of the issued shares in the capital of GPI in exchange for 11,231,965 restricted shares of common stock plus 200,000 restricted shares of common stock for a finder's fee. The Company also agreed to issue an additional 188,154 restricted shares of common stock in settlement of $188,154 of accrued GPI management, consulting and research and development fees. Effective July 15, 2002, pursuant to a definitive Share Exchange Agreement, the Company commenced the closing and acquired 5,880,304 shares of GPI from non-British Columbia shareholders of GPI in exchange for the issuance of 5,880,304 restricted shares of common stock. The Company also issued a take-over bid circular to British Columbia GPI shareholders and acquired a further 4,487,001 shares of GPI in exchange for 4,487,001 restricted shares of common stock effective August 13, 2002. Also during the 2002, the Company completed the acquisition by acquiring the remaining 864,660 shares of GPI in exchange for 864,660 restricted shares of common stock. Also, 744,494 outstanding GPI common stock purchase warrants were exchanged on a one for one basis for the Company's common stock purchase warrants with identical terms and conditions and the Company issued 2,135,000 stock options to holders of GPI stock options (refer to Note 8). All GPI stock options and common stock purchase warrants were then cancelled. As a result of this transaction, the former stockholders of GPI owned 75% of the 15,320,119 total issued and outstanding shares of the Company as at July 15, 2002. In connection with this transaction, Eduverse changed its name to GeneMax Corp ("GMC").

This acquisition has been accounted for as a recapitalization using accounting principles applicable to reverse acquisitions with GPI being treated as the accounting parent (acquirer) and GMC being treated as the accounting subsidiary (acquiree). The value assigned to the capital stock of consolidated GMC on acquisition of GPI is equal to the book value of the capital stock of GPI plus the book value of the net assets of GMC as at the date of the acquisition.

The book value of GMC's capital stock subsequent to the reverse acquisition is calculated and allocated as follows:

GPI capital stock	$ 1,924,725
GMC net assets	493,712
	$ 2,418,437
Capital stock	$ 15,320
Additional paid-in capital	620,600
Share purchase warrants	1,867,517
	2,503,437
GMC subscriptions receivable pre reverse acquisition	(100,000)
GMC subscriptions received pre reverse acquisition	15,000
Consolidated Capital accounts post reverse acquisition	$ 2,418,437

(UNAUDITED)

NOTE 3 - EDUVERSE ACQUISITION (CONT'D)

These consolidated financial statements include the results of operations of GPI since July 27, 1999 (inception) and the results of operations of GMC since the date of the reverse merger effective July 15, 2002. GMC'S results of operations for the period from January 1, 2002 to June 30, 2002 have been reported in the Company's June 30, 2002 filing on Form 10-QSB.

For the period from October 13, 1999 (inception) to July 14, 2002 the weighted average number of common shares outstanding is deemed to be 11,431,965 being the number of shares issued by GMC (including 200,000 common shares issued as finders' fees) to effect the reverse acquisition of GPI.

NOTE 4 - RESEARCH AGREEMENTS

UNIVERSITY OF BRITISH COLUMBIA ("UBC")
Effective September 14, 1999 GPI entered into an Option Agreement ("Option") whereby UBC granted GPI an option to obtain a world-wide license from UBC providing GPI the exclusive license rights to certain patented and unpatented cancer immuno-therapy technologies originally invented and developed by UBC. The Option was for a term of 180 days and was considered exercised upon execution of the License Agreement with UBC as described below. Prior to being eligible to exercise the Option, GPI was to make a reasonable commercial effort to raise equity funding in an amount not less than CAN$1,000,000 to fund ongoing research and issue 500,000 common shares to UBC and an additional 3,600,000 common shares to certain principals involved in the UBC research.

Effective March 6, 2000, having satisfied the conditions of the Option, GPI obtained from UBC, the exclusive license rights as described above for consideration of $78,743. The License will terminate after 15 years or upon the expiration of the last patent obtained relating to the licensed technology. The cost of obtaining any patents will be the responsibility of GPI. The technology remains the property of UBC, however, it may be utilized and improved by GPI. Concurrent with the execution of the license the head researcher at UBC became a director of GPI.

GPI and UBC entered into a Collaborative Research Agreement ("CRA") dated September 1, 2000 appointing UBC to carry out further development of the licensed technology and providing GPI the option to acquire the rights to commercialize any additional technologies developed within the CRA in consideration for certain funding commitments totalling CAN$498,980 to be paid in four equal instalments of CAN$124,725 due upon execution of the CRA, September 30, 2000, January 1, 2001 and March 31, 2001 of which $374,215 was paid. Through a series of amendments between November 28, 2000 and September 9, 2002, the funding commitment was increased to a total of CAN$ 2,973,049 of which CAN$991,515 was to be paid for the year ended December 31, 2002, CAN$1,135,801 to be paid in 2003 and CAN$471,518 to be paid in 2004. As at June 30, 2003 CAN$433,677 (December 31, 2002 - CAN$115,303) is payable in connection with the CRA. In addition, as required by the CRA, GPI has purchased certain laboratory equipment in connection with the ongoing research.

CANADIAN NETWORK FOR VACCINES AND IMMUNOTHERAPEUTICS OF CANCER AND CHRONIC VIRAL DISEASES ("CANVAC")
Effective January 1, 2001 GPI and UBC entered into a one year Network Affiliate Agreement with CANVAC (the "CANVAC Agreement") whereby CANVAC would provide a grant to GPI and UBC to further fund the research activities in connection with the CRA. Under the terms of the CANVAC Agreement, CANVAC would provide a CAN$85,000 research grant to UBC upon GPI contributing CAN$117,300 towards the UBC research. The amounts paid by GPI do not qualify as amounts paid under the CRA funding schedule outlined above. During 2001, all amounts required under the CANVAC agreement were paid to UBC by GPI. During 2002 CANVAC contributed a further CAN$ $56,100 to continue funding the research activities for 2002 and 2003. As at June 30, 2003 GPI owes CAN$38,709 to UBC to fund GPI's obligations under the CANVAC Agreement.

(UNAUDITED)

NOTE 5 - FURNITURE AND EQUIPMENT

	June 30, 2003	December 31, 2002
Office furniture and equipment	$ 32,839	$ 32,033
Laboratory equipment	159,944	159,944
	192,783	191,977
Less: accumulated depreciation	(100,551)	(79,138)
	$ 92,232	$ 112,839

NOTE 6 -RELATED PARTY TRANSACTIONS

During 1999 and 2000 GPI entered into consulting, management and research and development agreements with certain directors and private companies controlled by directors of the Company. These agreements have terms ranging from month to month to five years. In addition, in connection with the reverse merger, the Company entered into a management services agreement with Investor Communications, Inc. ("ICI"), a significant shareholder, whereby ICI will provide various corporate services on a month-by-month basis for a fee of $10,000 per month plus expenses. The following amounts have been incurred to these related parties:

	For the six months ended June 30, 2003	2002
Consulting fees	$ 31,000	$ 33,000
Management fees	111,690	60,322
Research and development	66,184	76,268
	$ 208,874	$ 169,590

The Company has total commitments relating to the above agreements for the years ended December 31, 2003 through 2005 of $192,000, $149,000 and $7,400 respectively.

A director of the Company has been contracted by ICI and is part of the management team provided to the Company and was paid $19,625 during the six months ended June 30, 2003.

During the six months ended June 30, 2003 GPI and the Company incurred $208,874 (2002 - $169,590) in fees and $601,412 (2002 - $NIL) in expense reimbursements to these related parties, made net repayments of $530,117 (2002 - $62,247) leaving $311,155 owing at June 30, 2003 (December 31, 2002 - $30,986). Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

Refer to Notes 3, 4 and 7.

NOTE 7 - CAPITAL STOCK

The authorized capital of the Company consists of 50,000,000 voting common shares with $0.001 par value and 5,000,000 non-voting preferred shares with $.001 par value.

(UNAUDITED)

NOTE 7 - CAPITAL STOCK (CONT'D)

GMC CAPITAL STOCK TRANSACTIONS DURING THE PERIOD ENDED JUNE 30, 2003:
During the period the Company issued 898,000 shares of common stock on the exercise of stock options at $0.50 per share for proceeds of $449,000 and issued 25,000 shares of common stock on the exercise of stock options at $1.00 per share for proceeds of $25,000.

During 2002 the Company commenced a private placement of up to 1,000,000 units at $5.00 per unit. Each unit consists of one common share and one half share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase an additional common share of the Company at a price of $7.50 per share for a period of one year. During the period the Company issued 43,000 shares of common stock on the purchase of 43,000 units for total proceeds of $215,000 of which $185,000 had been received as at December 31, 2002 and $30,000 was received during the period.

During the period the Company paid $10,000 in connection with the settlement of $15,000 of subscriptions received in 2000 which were under dispute. As a result of the settlement the Company recorded a contribution to additional paid in capital in period of $5,000 and has been released from any further claims relating to this matter.

GPI CAPITAL STOCK TRANSACTIONS DURING THE PERIOD ENDED JUNE 30, 2002:
During the period ended June 30, 2002 GPI completed private placements of 187,500 units at $1.00 per unit for total proceeds of $170,500, net of finder's fees of $17,000. Each unit consists of one common share of the Company and one share purchase warrant entitling the holder to purchase one additional common share of the Company at a price of $1.00 per share with 12,500 of the warrants expiring December 1, 2005 and 175,000 of the warrants expiring May 1, 2006.

STOCK OPTIONS
The Company accounts for stock-based employee compensation arrangements in accordance with the provisions of APB No. 25 and complies with the disclosure provisions of SFAS No. 123 and SFAS No. 148. In accordance with SFAS No. 123 the Company applies the fair value method using the Black-Scholes option-pricing model in connection with accounting for options granted to consultants and the disclosure provision relating to options granted to employees

STOCK OPTION PLAN
On September 30, 2002 the Board of Directors of the Company approved the adoption of a new stock option plan (the "Plan") allowing for the granting of up to 3,500,000 options to directors, officers, employees and consultants of the Company and its subsidiaries. Options granted under the Plan shall be at prices and for terms as determined by the Board of Directors with terms not to exceed 10 years. The Plan further provides that the Board of Directors may grant to any key personnel of the Company who is eligible to receive options, one or more Incentive Stock Options at a price not less than fair market value and for a period not to exceed 10 years from the date of grant. Options and Incentive Stock Options granted under the Plan may have vesting requirements as determined by the Board of Directors.

During the period, the Board of Directors approved an increase in the number of options available under the Plan from 3,500,000 to 4,500,000.

The Plan incorporates a previous grant of 1,000,000 options to ICI and or its designates or employees. During 2002 102,000 of these options were exercised at $0.50 per share for proceeds of $51,000. During the period 898,000 of these options were exercised at $0.50 per share for proceeds of $448,000.

In connection with the reverse acquisition as described in Note 3, the Company granted 1,740,000 options and 245,000 incentive stock options at $1.00 per share to previous holders of stock options of GPI to replace options previously granted by GPI at $0.60 per share. In accordance with accounting principles applicable to accounting for business combinations, the fair value of the stock options granted in connection with a business combination is included in the determination of the purchase price. The fair value of these options at the date of grant of $1,885,750 was estimated using the Black-Scholes option pricing model with an expected life of three years, a risk-free interest rate of 4% and an expected volatility of 226%

(UNAUDITED)

NOTE 7 - CAPITAL STOCK (CONT'D)

In addition, also in connection with the reverse acquisition as described in Note 3, the Company granted 150,000 incentive stock options to previous holders of stock options of GPI with terms and conditions consistent with their original GPI stock options subject to straight line vesting for a period of 36 months commencing October 1, 2002. The fair value of these incentive stock options will be recorded as compensation expense over the vesting period. The fair value of these options at the date of grant of $142,500 was estimated using the Black-Scholes option pricing model with an expected life of three years, a risk-free interest rate of 4% and an expected volatility of 226%. To June 30, 2003 a total of $35,625 (December 31, 2002 - $11,875) has been recorded as consulting fees in connection with these options.

During the remainder of 2002 the Company granted a further 135,000 incentive stock options at prices ranging from $5.50 per share to $8.50 per share subject to immediate vesting. The fair value of these options at the date of grant of $618,400 was estimated using the Black-Scholes option pricing model with an expected life of three years, a risk-free interest rate of 4% and an expected volatility of 229%. During 2002 the $618,400 was recorded as consulting fees in connection with these options. During the period, the exercise price of these options was reduced to $1.75 per share and as a result, these options are subject to variable accounting in accordance with the provisions of the Financial Accounting Standards Board Interpretation No.44, Accounting for Certain Transactions Involving Stock Compensation - An Interpretation of APB Opinion No. 25 ("FIN 44"). As at June 30, 2003, compensation expense of $33,750 has been recorded in connection with these options to reflect an increase in the quoted market price of these options from $1.75 per share to $2.00 per share.

During the period ended June 30, 2003 the Company granted 300,000 stock options to a consultant at a price of $1.00 per share subject to immediate vesting. The fair value of these options at the date of grant of $504,000 was estimated using the Black-Scholes option pricing model with an expected life of three years, a risk-free interest rate of 3% and an expected volatility of 219%. During the period the $504,000 was recorded as a consulting fee.

The Company's stock option activity, as restated to reflect the modification of the exercise prices as described above, is as follows:

	Number of options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Balance, December 31, 2001	-	$ -	-
Granted prior to reverse acquisition	1,000,000	0.50	
Granted in connection with reverse acquisition	2,135,000	1.00	
Granted subsequent to reverse acquisition	135,000	1.75	
Exercised during 2002	(102,000)	0.50	
Balance, December 31, 2002	3,168,000	0.89	2.33 years
Granted during the period	300,000	1.00	
Forfeited during the period	(50,000)	1.00	
Exercised during the period	(923,000)	0.51	
Balance, June 30, 2003	2,495,000	$ 1.04	2.33 years

(UNAUDITED)

NOTE 7 - CAPITAL STOCK (CONT'D)

SHARE PURCHASE WARRANTS

In connection with the reverse acquisition of GPI, the Company assumed 744,494 share purchase warrants previously outstanding in GPI. In accordance with accounting principles applicable to accounting for business combinations, the fair value of the share purchase warrants assumed in connection with a business combination is included in the determination of the purchase price. The fair value of these share purchase warrants as at the date of the reverse acquisition of $620,600 was estimated using the Black-Scholes option pricing model with an expected life of 2.95 years, a risk-free interest rate of 4% and an expected volatility of 236%.

The Company's share purchase warrant activity is as follows:

	Number of warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Balance, December 31, 2001	-	$ -	-
GPI warrants assumed	744,494	1.16	
Issued during 2002	212,700	5.00	
Exercised 2002	-	-	
Expired 2002	(110,334)	2.50	
Balance, December 31, 2002	846,860	1.95	2.71 years
Issued during the period	21,500	7.50	
Balance, June 30, 2003	868,360	$ 2.09	2.18 years

NOTE 8 - INCOME TAXES

There were no temporary differences between GPI's tax and financial bases that result in deferred tax assets, except for the Company's net operating loss carryforwards amounting to approximately $4,930,000 at June 30, 2003 which may be available to reduce future year's taxable income. These carryforwards will expire, if not utilized, commencing in 2008. Management believes that the realization of the benefits from these deferred tax assets appears uncertain due to the Company's limited operating history and continuing losses. Accordingly a full, deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded.

Statements made in this Form 10-QSB that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. The Company intends that such forward-looking statements be subject to the safe harbors for such statements. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond the control of the Company that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. The Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATION

GENERAL

GeneMax Corp., a Nevada corporation (the "Company"), is a product-focused biotechnology company specializing in the application of the latest discoveries in cellular immunology and cancer biology to the development of proprietary therapeutics aimed at the treatment and eradication of cancer and therapies for infectious diseases, autoimmune disorders and transplant tissue rejection. The Company's operating subsidiaries are GeneMax Pharmaceuticals Inc., a Delaware corporation ("GeneMax Pharmaceuticals"), and the subsidiary of GeneMax Pharmaceuticals named GeneMax Pharmaceuticals Canada Inc., which is a corporation organized under the laws of British Columbia. The Company currently trades on the OTC Bulletin Board under the symbol "GMXX". The Company is also listed for trading on the Frankfurt Stock Exchange under the symbol "GX1".

PRIOR BUSINESS OPERATIONS

SHARE EXCHANGE AGREEMENT

During fiscal year ended December 31, 2002, the Company consummated and finalized the acquisition of GeneMax Pharmaceuticals Inc., a Delaware corporation ("GeneMax Pharmaceuticals"). On May 9, 2002 and effective July 15, 2002, Eduverse.com (now known as GeneMax Corp.), GeneMax Pharmaceuticals, the shareholders of GeneMax Pharmaceuticals (the "GeneMax Shareholders"), and Investor Communications International, Inc., a Washington corporation ("ICI") entered into a share exchange agreement (the "Share Exchange Agreement"). In accordance with the terms of the Share Exchange Agreement and the securities laws of Canada, a Directors' Circular dated July 15, 2002 (the "Directors' Circular") was distributed to certain management, insiders and directors of GeneMax Pharmaceuticals and other Canadian shareholders (the "Canadian GeneMax Shareholders").

Pursuant to the terms of the Share Exchange Agreement, the Directors' Circular and related settlements, the Company acquired from the GeneMax Shareholders and the Canadian GeneMax Shareholders one hundred percent (100%) of the issued and outstanding shares of common stock of GeneMax Pharmaceuticals and its subsidiary interest. In accordance with the terms of the Share Exchange Agreement, the Directors' Circular and related settlement agreements, the Company issued shares of its restricted common stock as follows: (i) approximately 6,571,304 shares of restricted common stock to the GeneMax Shareholders in proportion to their respective holdings in GeneMax Pharmaceuticals; (ii) approximately 4,479,001 shares of restricted common stock to the Canadian GeneMax Shareholders pursuant to the terms of the Directors' Circular; (iii) 181,660 shares of restricted common stock to certain creditors of GeneMax Pharmaceuticals at $0.75 per share for settlement of an aggregate debt in the amount of $136,245; (iv) 188,154 shares of its restricted common stock to certain creditors of GeneMax Pharmaceuticals at $1.00 per share for settlement of an aggregate debt in the amount of $188,154; and (v) 200,000 shares of restricted common stock to a third party.

The Company issued an aggregate of 11,620,119 shares of its restricted common stock under the Share Exchange Agreement and Directors' Circular. Certain warrant instruments were issued in accordance with the terms and provisions of warrant agreements pursuant to which the holder thereof has the right to convert such warrant into shares of common stock on a one-to-one basis at either the rate of $2.50 per share, $0.75 per share or $1.00 per share. Pursuant to the Share Exchange Agreement, Directors' Circular and related settlement agreements, there were an aggregate of 744,494 warrant instruments issued, of which 110,334 warrants were issued convertible into 110,334 shares of common stock at the rate of $2.50 per share expiring on September 1, 2002. The 110,334 warrants were not converted by the holders thereof into shares of common stock and expired on their terms. Thus, as of the date of this Quarterly Report, there are an aggregate of 634,160 warrant instruments issued comprised of the following: (i) 277,500 warrants issued and outstanding which may be converted into 277,500 shares of common stock at the rate of $1.00 per share expiring December 1, 2005; (ii) 175,000 warrants issued and outstanding which may be converted into 175,000 shares of common stock at the rate of $1.00 per share expiring May 1, 2006; and (iii) 181,660 warrants issued and outstanding which may be converted into 181,660 shares of common stock at the rate of $0.75 per share expiring May 1, 2006.

VOLUNTARY POOLING AGREEMENT

The Company and GeneMax Pharmaceuticals desired to provide for and maintain an orderly trading market and stable price for the Company's shares of Common Stock. Therefore, the Company, certain shareholders of GeneMax Pharmaceuticals and of the Company, and Global Securities Transfer Inc., the Company's transfer agent ("Global Securities"), entered into a voluntary pooling agreement dated May 9, 2002 and effective July 15, 2002 (the "Pooling Agreement"). Pursuant to the terms and provisions of the Pooling Agreement, certain shareholders of GeneMax Pharmaceuticals and certain shareholders of the Company (the "Pooled Shareholders") representing up to an aggregate of 9,166,980 shares of common stock, respectively (the "Pooled Shares"), generally agreed that the Pooled Shares will be subject to a contractual restrictive holding period. The Pooled Shareholders further agreed that that the Pooled Shares may not be traded and

will become available for trading and released and sold in the following manner: (i) an initial ten percent (10%) of the Pooled Shares will be released to the Pooled Shareholders on the date which is one calendar year from the closing date of the Share Exchange Agreement (the "First Release Date"); and (ii) a further ten percent (10%) will be released to the Pooled Shareholders on each of the dates which are every three (3) calendar months from the First Release Date in accordance with each Pooled Shareholder's respective shareholdings. As of the date of this Quarterly Report, the First Release Date has been extended a further 12 months pursuant to approval by the Pooling Committee authorized by the Board of Directors as contemplated under the terms and provisions of the Pooling Agreement.

SECURED AND CONVERTIBLE LOAN AGREEMENT

As a condition to entering into and in accordance with the Share Purchase Agreement, the Company and ICI agreed to advance to GeneMax Pharmaceuticals the aggregate principal sum of not less than $250,000 within five (5) business days of ICI raising an aggregate of $700,000. As a result of the acquisition, the Loan became an intercompany account between the Company, as parent, and GeneMax Pharmaceuticals, as subsidiary.

CURRENT BUSINESS OPERATIONS

The Company is a product-focused biotechnology company specializing in the application of the latest discoveries in cellular immunology and cancer biology to the development of proprietary therapeutics aimed at the treatment and eradication of cancer and therapies for infectious diseases, autoimmune disorders and transplant tissue rejection. The Company's technologies are based on an understanding of the function of a protein "pump" within cells that is essential in the processing of tumor antigens, known as Transporters associated with Antigen Processing ("TAP").

The Company's strategic vision is to be a product-driven biotechnology company, focusing primarily on use of its patented TAP technology to restore the TAP function within cancerous cells, thus making them immunogenic. As a result, the MHC Class I Proteins, which is defined as when cancers are not able to cause an immune response because they no longer express key immune proteins on their cell surface (known as "MHC Class I Proteins"), can signal the immune system to attack the cancer. The Company intends to develop the TAP technology as a therapeutic cancer vaccine that will restore the normal immune recognition. Management believes that its cancer vaccine is the only therapeutic approach that addresses this problem of "non-immunogenicity" of cancer. Management believes that this therapy will have a strong competitive advantage over other cancer therapies, since restoring the TAP protein will direct the immune system to specifically target the cancerous cells without damaging healthy tissue.

PRODUCTS

TAP CANCER VACCINE

The Company has developed a patented therapeutic cancer vaccine to restore the TAP protein (the "TAP Cancer Vaccine"). The TAP Cancer Vaccine is targeted at those cancers that are deficient in the TAP protein, which include commonly occurring breast cancer, prostate cancer, lung cancer, liver cancer, melanoma, renal cancer and colorectal cancer.

The TAP Cancer Vaccine would deliver the TAP protein and genetic information, thus "turning on" the defective TAP signaling system within the cancer cells. These cancer cells would then transport cancer antigen proteins to the cell surface using the individual's specific MHC Class I proteins. As a

result, the immune response would be targeted to the entire repertoire of cancer antigen proteins produced by the cancer cell, rather than just to the single cancer antigen (as delivered by usage of current cancer vaccines). The TAP Cancer Vaccine would allow the immune response to respond to the cancer even if the TAP protein and genetic information is only delivered to a small portion of the cancer cells. In addition, the TAP Cancer Vaccine would generate a strong immune response to any TAP-deficient cancer, regardless of the patient's individual genetic variability either in the MHC Class I proteins or in the cancer-specific proteins.

TAP CANCER VACCINE DEVELOPMENT PROGRAM. The Company is currently developing the TAP Cancer Vaccine at the University of British Columbia Biomedical Research Centre under a collaborative research agreement.

COLLABORATIVE RESEARCH AGREEMENT. During May 2000, GeneMax Pharmaceuticals and the BRC Biotechnology Laboratory at the University of British Columbia ("BRC") entered into a contract research agreement (the "Collaborative Research Agreement"), to carry out further development of the TAP technologies as a cancer vaccine and other commercial products and to provide GeneMax Pharmaceuticals with the option to acquire the rights to commercialize any additional technologies developed with the Collaborative Research Agreement. In accordance with the terms of the Collaborative Research Agreement: (i) the Company provides funding pursuant to certain commitments for three PHD scientists, as well as support technicians and students; (ii) BRC provides the Company with access to the laboratories and equipment at the BRC, as well as other facilities of the University of British Columbia; and (iii) Dr. Wilfred Jefferies, the inventor of the TAP technologies and the Chief Scientific Officer and a director of the Company, will provide supervision of all scientific activity.

Pursuant to a series of amendments to the Collaborative Research Agreement, the funding commitment was increased to an aggregate of $2,973,049 Canadian Dollars, of which $991,515 was to be paid during fiscal year ended December 31, 2002, $1,135,801 to be paid during fiscal year ended December 31, 2003, and $471,518 to be paid during fiscal year ended December 31, 2004. As of June 30, 2003, an aggregate of $433,677 Canadian Dollars is payable by GeneMax Pharmaceuticals in connection with the Collaborative Research Agreement. Moreover, in accordance with the terms of the Collaborative Research Agreement, GeneMax Pharmaceuticals has purchased certain laboratory equipment in connection with the ongoing research.

As of the date of this Quarterly Report, the research under the Collaborative Research Agreement will continue in the future to support the commercial development of the TAP Cancer Vaccine and to develop enhanced vaccine products and other therapeutics based on the TAP technology.

LICENSE AGREEMENT. During March 2000, GeneMax Pharmaceuticals and the University of British Columbia ("UBC") entered into an exclusive world-wide license agreement (the "License Agreement"). Pursuant to the terms of the License Agreement, UBC granted to GeneMax Pharmaceuticals exclusive licensing rights to certain patented and unpatented cancer immuno-therapy technologies originally invented and developed by Dr. Jefferies and the scientific team at UBC including the: (i) cell-based peptide transfer assay (the "Peptide Transfer Assay"), and (ii) cancer immuno-therapy based on restoration of antigen presentation through transporters associated with antigen-processing technologies, the basis for the Company's lead product which is the TAP Cancer Vaccine. GeneMax Pharmaceuticals obtained the exclusive licensing rights to this

technology for the consideration of $78,743 and issuance to UBC of equity, with no royalty components or provisions. Pursuant to further terms of the License Agreement: (i) the License Agreement will terminate after the latter of fifteen years or the expiration of the last patent obtained relating to the licensed technology; (ii) GeneMax Pharmaceuticals will bear the cost of obtaining any patents; and (iii) the technology remains the property of UBC, however, it may be utilized and improved by GeneMax Pharmaceuticals. The Company expects the approval of multiple further patents.

NETWORK AFFILIATE AGREEMENT. On January 1, 2001, GeneMax Pharmaceuticals, UBC and the Canadian Network for Vaccines and Immunotherapeutics of Cancer and Chronic Viral Diseases ("CANVAC") entered into a one-year network affiliate agreement (the "Network Affiliate Agreement"). Pursuant to the terms of the Network Affiliate Agreement, CANVAC would provide an $85,000 Canadian Dollars research grant to UBC to further fund research activities upon GeneMax Pharmaceuticals contributing $117,300 Canadian Dollars towards the UBC research. During fiscal year 2001, all amounts required under the Network Affiliate Agreement were paid by GeneMax Pharmaceuticals to UBC. As of the date of this Quarterly Report, GeneMax Pharmaceuticals and CANVAC are no longer negotiating an amendment to the Network Affiliate Agreement regarding continuation of funding the research activities conducted at UBC. As of the date of this Quarterly Report, the balance due and owing to UBC by GeneMax Pharmaceuticals is $38,709 (Canadian Dollars).

TAP CANCER VACCINE TESTING PROGRAM. Management of the Company believes that the key milestone of efficacy in animal models of cancer has been attained and that other scientific research teams have independently validated the experimental data from these animal studies. The proof of principle for TAP as a cancer vaccine was established in research conducted the last ten years in the laboratory at BRC by Dr. Wilfred Jefferies. The initial studies were conducted using a small-cell lung cancer cell line that was derived from an aggressive, metastatic cancer. These cells have multiple defects in the "antigen presentation pathway" in that they are not detected by the immune system. When the TAP protein was introduced into these cells, antigen presentation was restored. In addition, a series of animal studies have demonstrated the ability of TAP to restore an immune response. This study was published in Nature Biotechnology (Vol. 18, pp. 515-520, May 2000). The TAP Technology was further validated in melanoma.

PRE-CLINICAL TESTING. As of the date of this Quarterly Report, the TAP Cancer Vaccine is undergoing formal pre-clinical testing, which includes: (i) evaluation of several strains of vaccinia and adenovirus vectors for their respective ability to deliver and express the TAP protein and genetic information in tumors; (ii) selection and licensing of the vector and identification and contracting with a good manufacturing practice ("GMP") manufacturer for subsequent production of the TAP Cancer Vaccine; and (iii) performance and completion of toxicology studies using the TAP Cancer Vaccine on at least two animal species to confirm its non-toxicity.

Upon completion of the formal pre-clinical testing, the Company intends to compile and summarize the data and submit it to two governmental agencies, the U.S. Federal Drug Administration ("FDA") and the Canadian Health Canada ("HC"), in the form of an investigational new drug application (the "IND"). The IND will include data on the vaccine production, animal studies and toxicology studies, as well as the proposed protocal for the Phase I human clinical trials.

PHASE I HUMAN CLINICAL TRIALS. Management of the Company believes that the Phase I human clinical trials will be commenced approximately second quarter of 2004, subject to financing, and will be conducted at the British Columbia Cancer Agency in Vancouver, British Columbia. As of the date of this Quarterly Report, the Company has presented information on the TAP Cancer Vaccine to members of the Department of Advanced Therapeutics. The Phase I trials will generally be designed to provide data on the safety of the TAP Cancer Vaccine when used by humans.

PEPTIDE TRANSFER ASSAY

The Company is also currently developing potential products that may interrupt the chain of events involved in certain autoimmune diseases. As of the date of this Quarterly Report, the Company is developing a peptide transfer assay, which is a cell-based assay designed to evaluate compounds and drugs for their ability to stimulate or suppress the immune response (the "Peptide Transfer Assay"). The Peptide Transfer Assay's application will be to identify compounds effective in the treatment of cancer, infectious diseases, and autoimmune diseases. Autoimmune diseases include psoriasis, rheumatoid arthritis, multiple sclerosis, myasthenia gravis and diabetes. T cells and antibodies in the body's immune system normally identify and destroy foreign substances and cancerous cells. Autoimmune diseases are generally caused by the abnormal destruction of healthy body tissues when T cells and antibodies react against normal tissue.

Management of the Company believes that the Peptide Transfer Assay is a novel and sophisticated cell-based assay. Management of the Company expects that the Peptide Transfer Assay will be of significant interest to pharmaceutical companies, companies with natural product libraries, anti-sense or gene libraries or proprietary rights to chemical compounds (e.g. combinatorial chemistry companies). As of the date of this Quarterly Report, management of the Company believes that the Peptide Transfer Assay is ready for development for high-throughput screening and partnering.

INTELLECTUAL PROPERTY, PATENTS AND TRADEMARKS

Patents and other proprietary rights are vital to the business operations of the Company. The Company's policy is to seek appropriate patent protection both in the United States and abroad for its proprietary technologies and products. Pursuant to the License Agreement, the Company has acquired the exclusive world-wide license to a portfolio of intellectual property as follows:

METHOD OF ENHANCING EXPRESSION OF MHC CLASS I MOLECULES BEARING ENDOGENOUS PEPTIDES

On March 26, 2002, the United States Patent and Trademark Office issued a patent for the use of "TAP-1 (transporters associated with antigen processing) as an immunotherapy against all cancers ("US Patent No. 6,361,770"). The patent is titled "Method of Enhancing Expression of MHC Class I Molecules Bearing Endogenous Peptides" and provides comprehensive protection and coverage to both in vivo and ex vivo applications of TAP-1 as a therapeutic against all cancers with a variety of delivery mechanisms. The inventors were Dr. Wilfred Jefferies, Dr. Reinhard Gabathuler, Dr. Gerassimos Kolaitis and Dr. Gregor S.D. Reid, who collectively assigned the patent to UBC. During the lengthy application process, many proofs of the application were required by the U.S. Patent and Trademark Office for a patent of such relevance and applicability to all cancers to be approved, and included proofs in multiple forms of cancer tumors including small

cell lung carcinoma and melanoma cancer. Management of the Company considers issuance of this patent as a major product development milestone for the Company.

As of the date of this Quarterly Report, the Company has pending applications filed for patent protection in France, United Kingdom, Germany, Switzerland and Japan.

METHOD OF IDENTIFYING MHC CLASS I RESTRICTED ANTIGENS ENDOGENOUSLY PROCESSED BY A SECRETORY PATHWAY

On August 11, 1998, the U.S. Patent and Trademark Office issued to UBC a patent for the use of bioengineered cell lines to measure the output of the MHC Class I restricted antigen presentation pathway as a way to screen for immunomodulating drugs ("US Patent No. 5,792,604"). The patent is titled "Method of Identifying MHC Class I Restricted Antigens Endogenously Processed by a Secretory Pathway." This patent covers the assay which can identify compounds capable of modulating the immune system. The inventors were Dr. Wilfred Jefferies, Dr. Reinhard Gabathuler, Dr. Gerassimos Kolaitis and Dr. Gregor S.D. Reid, who collectively assigned the patent to UBC.

As of the date of this Quarterly Report, the Company has pending applications filed for patent protection in Canada, Japan and Europe.

METHOD OF ENHANCING EXPRESSION OF MHC CLASS I MOLECULES BEARING ENDOGENOUS PEPTIDES

UBC filed a patent application with the U.S. Patent and Trademark Office for patent protection of extension of the TAP-1 for use in viral vaccines as a method for increasing immune responses. As of the date of this Quarterly Report, UBC has not received an order granting a patent.

The Company intends to continue to work with UBC to file additional patent applications with respect to any novel aspects of its technology to protect its intellectual property. The Company has not conducted in-depth validity and infringement studies on the patents and patent applications that the Company has in-licensed, and it is possible that these patents or patent applications may be challenged or may not provide protection.

The patent positions of biotechnology and pharmaceutical companies are generally uncertain and involve complex legal and factual issues. No assurance can be given that any patent issued to or licensed by the Company will provide protection that has commercial significance. The Company cannot assure that: (i) the patents will afford protection against competitors with similar compounds or technologies; (ii) the patent applications pending will be issued; (iii) other companies will not obtain patents claiming aspects or technologies similar to those covered by the issued patents; (iv) the patents of other companies will not have an adverse effect on the Company's ability to do business; or (v) the patents issued to or licensed by the Company will not be infringed, challenged, invalidated or circumvented.

Moreover, management of the Company believes that obtaining foreign patents may, in some cases, be more difficult than obtaining domestic patents because of differences in patent laws. The Company also recognizes that the patent protection may generally be stronger in the United States and Canada than

abroad. Conversely, the protection provided by foreign patents may be weaker than that provided by domestic patents.

RESULTS OF OPERATION

The Company's financial statements have been prepared which incorporate financial data and figures of GeneMax Pharmaceuticals. Thus, the comparative results are those of GeneMax Pharmaceuticals prior to the acquisition and are not the financial results of the Company, and the current period comparative results include the financial data and figures of the Company subsequent to the acquisition of GeneMax Pharmaceuticals. The following discussions of the results of operations and financial position of the Company should be read in conjunction with the financial statements and notes pertaining to them that appear elsewhere in this Form 10-QSB.

SIX-MONTH PERIOD ENDED JUNE 30, 2003 COMPARED TO SIX-MONTH PERIOD ENDED JUNE 30, 2002

The Company's net losses during the six-month period ended June 30, 2003 were approximately ($2,155,039) compared to a net loss of approximately ($594,668) during the six-month period ended June 30, 2002 (an increase of $1,560,371).

Net revenues during the six-month periods ended June 30, 2003 and 2002 were $-0-. The lack of revenues during the six-month periods ended June 30, 2003 and 2002 resulted from the consummation of the acquisition of GeneMax Pharmaceuticals and the resulting emphasis on the research and development of the TAP Technologies. Interest income of $29 was recorded for the six-month period ended June 30, 2002.

During the six-month period ended June 30, 2003, the Company recorded operating expenses of $2,155,039 compared to $594,697 of operating expenses recorded during the six-month period ended June 30, 2002 (an increase of $1,560,342). The operating expenses incurred during the six-month period ended June 30, 2003 consisted primarily of the following: (i) office and general expenses of approximately $610,346 compared to $41,803 incurred during the six-month period ended June 30, 2002; (ii) research and development of approximately $568,647 compared to $362,641 incurred during the six-month period ended June 30, 2002; (iii) $561,500 recorded as consulting fees relating to the grant of stock options compared to $-0- recorded as consulting fees relating to grant of stock options during the six-month period ended June 30, 2002; (iv) professional fees of approximately $154,198 compared to $72,249 incurred during the six-month period ended June 30, 2002; (v) management fees of approximately $111,690 compared to $60,322 incurred during the six-month period ended June 30, 2002; (vi) consulting fees of approximately $84,718 compared to $35,500 incurred during the six-month period ended June 30, 2002; (vii) travel expenses of approximately $42,527 compared to $1,821 incurred during the six-month period ended June 30, 2002; and (viii) depreciation expenses of approximately $21,413 compared to $20,361 incurred during the six-month period ended June 30, 2002. The overall increase in operating expenses, including the increase in office and general expenses and research and development expenses, is due primarily to the increased scale and scope of overall corporate activity pertaining to the acquisition of GeneMax Pharmaceuticals and the ongoing research and development relating to the TAP technology and the TAP Cancer Vaccine.

Of the $2,155,039 incurred as operating expenses, an aggregate of $208,874 was incurred payable to certain directors and/or private companies controlled by those directors of the Company pursuant to consulting, management and research and development agreements as described in the following paragraphs.

CONSULTING SERVICES AGREEMENT. The Company and Investor Communications International Inc. ("ICI") entered into a consulting services agreement dated August 12, 2002 (the "Consulting Services Agreement"). Pursuant to the terms and provisions of the Consulting Services Agreement: (i) ICI shall provide to the Company such finance and managerial services as may be determined by the Board of Directors, from time to time, and in its sole and absolute discretion, in order to develop the various business interests of the Company in the drug discovery and development industry, involving the patented drug discovery assay for immunomodulatory compounds and the pipeline aimed at treatment of cancer, infectious diseases, autoimmune disorders and transplant tissue rejection; and (ii) the Company shall pay ICI a monthly fee not to exceed $10,000 in accordance with the services performed.

During the six-month period ended June 30, 2003, an aggregate of $60,000 in fees was incurred to ICI for services rendered to the Company under the Consulting Services Agreement on a month-to-month basis, as needed. In addition, ICI incurred expenses on behalf of the Company during the period totaling $601,412. Based upon $2,154, which remained due and owing to ICI at December 31, 2002, this resulted in $663,566 due and owing to ICI. During the six-month period ended June 30, 2003, the Company paid ICI $402,323. As of June 30, 2003, an aggregate amount of $261,243 remains due and owing to ICI by the Company relating to fees, cash advances and interest.

Mr. Grant Atkins, a director of the Company, is employed by ICI and is part of the management team provided by ICI to the Company, and derives remuneration from ICI for such services rendered to the Company. During the six-month period ended June 30, 2003, Mr. Atkins received $19,625 from ICI as compensation for services rendered to the Company.

GENEMAX PHARMACEUTICALS CONSULTING AGREEMENT. GeneMax Pharmaceuticals and 442668 B.C. Ltd. ("442668"), a corporation whose president and member of the board of directors is Dr. Wilfred Jefferies, a director and the Chief Scientific Officer of the Company, entered into a consulting services agreement dated February 1, 2000 (the "GeneMax Pharmaceuticals Consulting Agreement"). Pursuant to the terms and provisions of the GeneMax Pharmaceuticals Consulting Agreement: (i) Dr. Jefferies agreed to provide technical, research and technology development services to GeneMax Pharmaceuticals for a period of five years; and (ii) Dr. Jefferies shall be paid a monthly fee of $10,000 Canadian Dollars and reimbursement of expenses.

During the six-month period ended June 30, 2003, an aggregate of $44,245 in fees was incurred to 442668 for services rendered by Dr. Jefferies to the Company under the GeneMax Pharmaceuticals Consulting Agreement. During the six-month period ended June 30, 2003, the Company paid $36,332 to 442668. As of June 30, 2003, an aggregate amount of $7,913 remains due and owing to 442668 by the Company.

During the six-month period ended June 30, 2003, Dr. Jefferies received $44,245 through 442668 as compensation for services rendered to the Company under the GeneMax Pharmaceuticals Consulting Agreement.

GENEMAX PHARMACEUTICALS MANAGEMENT AGREEMENT. GeneMax Pharmaceuticals and Ronald L. Handford, the President/Chief Executive Officer and a director of the Company ("Handford"), entered into a management services agreement dated August 1, 1999 (the "GeneMax Pharmaceuticals Management Agreement"). Pursuant to the terms and provisions of the GeneMax Pharmaceuticals Management Agreement: (i) Handford agreed to provide general managerial services to GeneMax Pharmaceuticals for a period of five years; and (ii) Handford shall be paid a monthly fee of $11,000 U.S. Dollars and reimbursement of expenses. Effective May 1, 2002, GeneMax Pharmaceuticals and Handford agreed to reduce the monthly fee to $12,500 Canadian Dollars until the earlier of the Company reaching a senior board listing or commencement of clinical trials, at which time the fee will be reviewed in accordance with market norms.

During the six-month period ended June 30, 2003, an aggregate of $51,690 in fees was incurred to Handford for services rendered by Handford to the Company under the GeneMax Pharmaceuticals Management Agreement. Based upon $16,332, which was due and owing to Handford at December 31, 2002, this resulted in $68,022 due and owing Handford. During the six-month period ended June 30, 2003, the Company paid Handford $42,446. As of June 30, 2003, an aggregate amount of $25,576 remains due and owing to Handford by the Company.

GENEMAX PHARMACEUTICALS SERVICES AGREEMENT. GeneMax Pharmaceuticals and Alan Lindsay and Associates Ltd. ("AL&A"), a corporation whose sole officer, director and shareholder is Alan Lindsay, a prior director of the Company, entered into a services agreement dated May 31, 2002 (the "GeneMax Pharmaceuticals Services Agreement"). Pursuant to the terms and provisions of the GeneMax Pharmaceuticals Services Agreement, Mr. Lindsay agreed to provide general consulting services to GeneMax Pharmaceuticals on a month-to-month basis. Pursuant to further terms and provisions of the GeneMax Pharmaceuticals Services Agreement, AL&A was to be paid a monthly fee of $2,500 U.S. Dollars and reimbursement of expenses.

During the six-month period ended June 30, 2003, an aggregate of $10,000 in fees was incurred to AL&A for services rendered to the Company under the GeneMax Pharmaceuticals Services Agreement. Based upon $12,500, which remained due and owing to AL&A at December 31, 2002, this resulted in $22,500 due and owing AL&A. During the six-month period ended June 30, 2003, the Company paid AL&A $10,000. As of June 30, 2003, an aggregate amount of $12,500 remains due and owing to AL&A.

During the six-month period ended June 30, 2003, Mr. Lindsay received an aggregate of $10,000 through AL&A as compensation for services rendered to the Company under the GeneMax Pharmaceuticals Services Agreement.

As of May 7, 2003, Mr. Lindsay tendered his resignation as a member of the board of directors of the Company. Therefore, as of May 7, 2003, the GeneMax Pharmaceuticals Services Agreement was terminated.

DAVIDSON AGREEMENT. GeneMax Pharmaceuticals and James D. Davidson ("Davidson"), previously the Chief Financial Officer and a director of the Company, entered into a verbal month-to-month agreement (the "Davidson Agreement"). Pursuant to the terms of the Davidson Agreement: (i) Davidson agreed to perform such duties and services as required commensurate with his position as the Chief Financial Officer of the Company and such other duties commensurate with this position as a director on the Board of Directors; (ii)

Davidson was to be paid a monthly fee of $2,000 and reimbursement of expenses. Effective July 15, 2002, GeneMax Pharmaceuticals agreed to increase the monthly fee to $5,000 upon commencement of Davidson's duties associated with his position as Chief Financial Officer and a director of the Company after the acquisition of GeneMax Pharmaceuticals.

During the six-month period ended June 30, 2003, an aggregate of $20,000 in fees was incurred to Davidson for services rendered by Davidson to the Company under the Davidson Agreement. During the six-month period ended June 30, 2003, the Company paid Davidson $20,000. As of June 30, 2003, an aggregate amount of $-0- remains due and owing to Davidson by the Company.

As of April 16, 2003, Mr. Davidson tendered his resignation as the Chief Financial Officer and a member of the board of directors of the Company. Therefore, as of April 16, 2003, the Davidson Agreement was terminated.

As discussed above, the increase in net loss during the six-month period ended June 30, 2003 as compared to the six-month period ended June 30, 2002 is attributable primarily to the increased scale and scope of overall corporate activity pertaining to the ongoing research and development relating to the TAP technology and the TAP Cancer Vaccine. The Company's net loss during the six-month period ended June 30, 2003 was approximately ($2,155,039) or ($0.13) per common share compared to a net loss of approximately ($594,668) or ($0.05) per common share during the six-month period ended June 30, 2002. The weighted average of common shares outstanding were 16,535,591 for the six-month period ended June 30, 2003 compared to 11,431,965 for the six-month period ended June 30, 2002.

THREE-MONTH PERIOD ENDED JUNE 30, 2003 COMPARED TO THREE-MONTH PERIOD ENDED JUNE 30, 2002

The Company's net losses during the three-month period ended June 30, 2003 were approximately ($1,280,391) compared to a net loss of approximately ($361,987) during the three-month period ended June 30, 2002 (an increase of $918,404).

Net revenues during the three-month periods ended June 30, 2003 and 2002 were $-0-. Interest income of $29 was recorded for the three-month period ended June 30, 2002.

During the three-month period ended June 30, 2003, the Company recorded operating expenses of $1,280,391 compared to $362,016 of operating expenses recorded during the three-month period ended June 30, 2002 (an increase of $918,375). The operating expenses incurred during the three-month period ended June 30, 2003 consisted primarily of the following: (i) 549,625 recorded as consulting fees relating to the grant of stock options compared to $-0- recorded as consulting fees relating to grant of stock options during the three-month period ended June 30, 2002; (ii) office and general expenses of approximately $244,589 compared to $22,792 incurred during the three-month period ended June 30, 2002; (iii) research and development of approximately $293,871 compared to $249,992 incurred during the three-month period ended June 30, 2002; (iv) professional fees of approximately $68,444 compared to $45,213 incurred during the three-month period ended June 30, 2002; (v) consulting fees of approximately $28,718 compared to $6,014 incurred during the three-month period ended June 30, 2002; (vi) management fees of approximately $56,844 compared to $27,322 incurred during the three-month period ended June 30, 2002; (vii) travel expenses of approximately $27,569 compared to $503 incurred during the three-month period

ended June 30, 2002; and (viii) depreciation expenses of approximately $10,731 compared to $10,180 incurred during the three-month period ended June 30, 2002. The overall increase in operating expenses, including the increase in office and general expenses and research and development expenses, is due primarily to the increased scale and scope of overall corporate activity pertaining to the ongoing research and development relating to the TAP technology and the TAP Cancer Vaccine.

As discussed above, the increase in net loss during the three-month period ended June 30, 2003 as compared to the three-month period ended June 30, 2002 is attributable primarily to the increased scale and scope of overall corporate activity pertaining to the ongoing research and development relating to the TAP technology and the TAP Cancer Vaccine. The Company's net loss during the three-month period ended June 30, 2003 was approximately ($1,280,391) or ($0.08) per common share compared to a net loss of approximately ($361,987) or ($0.03) per common share during the three-month period ended June 30, 2002. The weighted average of common shares outstanding were 16,813,123 for the three-month period ended June 30, 2003 compared to 11,431,965 for the three-month period ended June 30, 2002.

LIQUIDITY AND CAPITAL RESOURCES

The Company's financial statements have been prepared assuming that it will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

SIX-MONTH PERIOD ENDED JUNE 30, 2003

As of June 30, 2003, the Company's current assets were $52,204 and its current liabilities were $804,082, which resulted in a working capital deficit of $751,878. As of June 30, 2003, the Company's total assets were $144,436 consisting of: (i) $52,204 in current assets comprised of $46,204 in cash and $6,000 in prepaid expenses; and (ii) $92,232 in furniture and equipment (net of depreciation). As of June 30, 2003, the Company's total liabilities of $804,082 consisted primarily of: (i) $492,927 in accounts payable and accrued liabilities; and (ii) amounts due to related parties of $311,155 pertaining to the managerial and consulting agreements discussed above.

As of June 30, 2003, the Company's stockholders' equity (capital deficiency) decreased to ($659,646) from $484,028 at March 31, 2003.

The Company has not generated positive cash flows from operating activities. For the six-month period ended June 30, 2003, net cash flows used in operating activities was ($1,343,812) compared to ($473,827) of net cash flows used in operating activities for the six-month period ended June 30, 2002 (an increase of $869,985). The increase in cash flows used in operating activities during the six-month period ended June 30, 2003 compared to the six-month period ended June 30, 2002 resulted from: (i) a net loss of ($2,155,039) incurred during the six-month period ended June 30, 2003 compared to a net loss of ($594,668) incurred during the six-month period ended June 30, 2002; (ii) an increase in stock-based compensation to $561,500 during the six-month period ended June 30, 2003 compared to $-0- during the six-month period ended June 30, 2002; and (iii) an increase in accounts payable to $228,314 during the six-month period ended June 30, 2003 compared to $100,480 during the six-month period ended June 30, 2002.

The Company's cash flows used in investing activities during the six-month period ended June 30, 2003 was ($806) compared to cash flows from investing activities of $250,000 during the six-month period ended June 30, 2002. The change in cash flows used in investing activities during the six-month period ended June 30, 2003 compared to cash flows from investing activities during the six-month period ended June 30, 2002 resulted primarily from pre-reverse acquisition advances from Eduverse.com in the amount of $250,000 recorded during the six-month period ended June 30, 2002 compared to $-0- recorded during the six-month period ended June 30, 2003.

Net cash flows from financing activities was $774,169 during the six-month period ended June 30, 2003 compared to $346,388 in net cash flows from financing activities during the six-month period ended June 30, 2002. The increase in net cash flows from financing activities during the six-month period ended June 30, 2003 compared to the six-month period ended June 30, 2002 resulted primarily from proceeds on sale and subscription of common stock in the amount of $494,000 compared to $170,500 during the six-month period ended June 30, 2002 and from advances from related parties in the amount of $280,169 compared to $107,343 during the six-month period ended June 30, 2002.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this Quarterly Report, the Company does not have any off-balance sheet arrangements that have or are reasonably like to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is a party, under which the Company has (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

PLAN OF OPERATION

As of the date of this Quarterly Report, management of the Company estimates that GeneMax Pharmaceuticals previously raised approximately $2,000,000 in funding and the Company has raised $2,503,500 in funding since the May 2002 announcement of the GeneMax Pharmaceuticals acquisition. Management of the Company believes that an estimated $14,000,000 is required over the next three years for payment of expenses associated with the balance of pre-clinical development and commencement of Phase I-II clinical trials for the TAP Cancer Vaccine and for corporate expenses and other expected development initiatives.

FUNDING

During the last quarter of fiscal year ended December 31, 2002, the Company terminated an offering of 1,000,000 Units at $2.50 per Unit. Each Unit consists of one share of restricted common stock of the Company (the "Share") and one-half of one non-transferable share purchase warrant (the Warrant"), with each whole Warrant convertible into one share of common stock at $5.00 per whole Warrant. The Company sold 425,400 Units and received $1,063,500 in gross proceeds.

Current management of the Company anticipates an increase in operating expenses over the next three years to pay expenses associated with the successful completion of the balance of pre-clinical development and commencement of Phase I-II clinical trials for the TAP Technology and corporate expenses. Pursuant to these operational requirements, the Company must raise additional funds. The Company may finance these expenses with further issuance of common stock of the Company. The Company believes that any anticipated private placements of equity capital and debt financing, if successful, may be adequate to fund the Company's operations over the next twelve months. Thereafter, the Company expects it will need to raise additional capital to meet long-term operating requirements. If the Company raises additional funds through the issuance of equity or convertible debt securities other than to current shareholders, the percentage ownership of its current shareholders would be reduced, and such securities might have rights, preferences or privileges senior to its common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to conduct its proposed business operations successfully, which could significantly and materially restrict or delay the Company's overall business operations.

Management of the Company estimates that as of the date of this Quarterly Report, the Company has raised approximately $2,899,500 in funding, in addition to funds raised privately by GeneMax Pharmaceuticals prior to the acquisition. Management of the Company believes that an estimated $14,000,000 is required over the next three years for payment of expenses associated with the balance of pre-clinical development and commencement of Phase I-II clinical trials for the TAP Cancer Vaccine. The Company must raise additional capital to execute its business plan according to time schedules provided by management. Furthermore, the Company has not generated sufficient cash flow in the past to fund its operations and activities due primarily to the nature of lengthy product development cycles that are normal to the biotech industry. Historically, the Company has relied upon internally generated funds, funds from the sale of shares of stock and loans from its shareholders and private investors to finance its operations and growth. The Company's future success and viability are dependent on the Company's ability to raise additional capital through further private offerings of its stock or loans from private investors. There can be no assurance, however, that the Company will be able to raise additional capital. The Company's inability to successfully raise additional capital would have a material and adverse affect upon the Company and its shareholders.

ITEM III. CONTROLS AND PROCEDURES

(a) The Company, under the supervision of the President, has conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures within ninety (90) days of the filing date of this Quarterly Report. Based upon the results of this evaluation, the Company believes that they maintain proper procedures for gathering, analyzing and disclosing all information in a timely fashion that is required to be disclosed in its reports under the Securities Exchange Act of 1934, as amended. There have been no significant changes in the Company's controls subsequent to the evaluation date.

(b) There were no significant changes in the Company's internal control or in other factors that could significantly affect the Company's internal controls subsequent to the evaluation date.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

(a) On approximately May 9, 2003, the Company initiated litigation against LOM Securities (Bermuda) Limited, LOM (Holdings) Limited, Brian Lines, and Black Corporations 1-100 (the "LOM Defendants"), by filing a Complaint and Demand for Jury in the United States District Court, State of Nevada, Case No. CV-N-03-0246-HDM-VPC (the "LOM Complaint"). The claims made by the Company against the LOM Defendants involve the alleged establishment, facilitation and participation, directly or indirectly, in activities allowing the LOM Defendants and others to establish and/or hold "short" positions in the Company's common stock and causing at least 1,916,833 restricted shares of common stock of the Company to be included in and reflected on investment account statements of clients of the LOM Defendants which were not, in fact, on deposit in such client accounts. The LOM Complaint further alleges that the LOM Defendant failed and refused to take reasonable measure or care with regard to their trading, clearing and/or transfer of shares of the Company and breached their respective duties in contravention of the laws and rules and regulations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The claims against the LOM Defendants also specifically allege fraud and misrepresentation, negligence, conversion, deceptive trade practice, racketeering, interference with contracts and interference with prospective economic advantages. The Company is seeking damages in excess of $10,000,000.

(b) On approximately September 4, 2002, the Company initiated litigation against Global Securities Corporation and Union Securities Corporation (the "B.C. Defendants") by filing a Writ of Summons and Statement of Claim in the Supreme Court of British Columbia, Registry No. S024914 (the "British Columbia Complaint"). The claims made by the Company against the B.C. Defendants in the British Columbia Complaint involve the alleged illegal naked short selling of the Company's shares of common stock conducted by the B.C. Defendants to manipulate share price for profit and gain in violation of the provisions of the Company's bylaws, the Investment Dealers Association of Canada, the National Association of Securities Dealers, the Criminal Code of Canada, and the Securities Exchange Act of 1934, as amended (the "Naked Short Sales"). The claims against the B.C. Defendants specifically allege violation of fair-trading practices, negligence and/or fraud and share price manipulation. The Company is seeking damages from the B.C. Defendants resulting from the alleged actions of the B.C. Defendants that include loss of investment opportunity, injury to reputation, artificial issuance of shares that results in illegal devaluation of the Company's securities, and other damages.

As of the date of this Quarterly Report, the B.C. Defendants have filed a statement of defense generally denying the allegations and counterclaiming for defamation relating to statements made by the Company about the litigation in news releases. The parties have engaged in preliminary discovery, which includes response to interrogatories, production of documents and request for further production of documents. Management of the Company intends to aggressively

pursue and continue its legal actions and to further review its potential legal remedies.

(c) On approximately October 3, 2002, the Company initiated litigation against various broker-dealers, market makers and clearing agents (the U.S. Defendants") allegedly involved in the Naked Short Sales by filing a Complaint in the U.S. District Court for the District of Nevada, File No. S024914 (the "United States Complaint"). The claims made by the Company against the U.S. Defendants in the United States Complaint allege unlawful "shorting" activities involving the Company's shares of common stock including fraud, negligence, violation of U.S. securities laws, racketeering (RICO) and conspiracy. The Company seeks an injunction against the U.S. Defendants to enjoin the unlawful shorting activities and substantial damages, including punitive damages.

As of the date of this Quarterly Report, the U.S. Defendants have either filed answers or requests for extensions of time within which to file formal statements of defense. Management of the Company believes that upon receipt of trading records and other documentation, the Company may amend the United States Complaint to name additional broker-dealers, market makers, clearing agents and individual securities professionals as defendants. The Company defeated a motion to dismiss that was filed by certain defendants, which alleged the Company lacked jurisdiction in the state of Nevada. Management of the Company intends to aggressively pursue and continue its legal actions and to further review its potential legal remedies.

Except as disclosed above, management is not aware of any other legal proceedings contemplated by any governmental authority or other party involving the Company or its properties. No director, officer or affiliate of the Company is (i) a party adverse to the Company in any legal proceedings, or (ii) has an adverse interest to the Company in any legal proceedings. Management, however, is aware that the Securities and Exchange Commission filed a complaint in the United States District Court for the District of Maryland naming Agora Publishing and other defendants, which in the text of the complaint references Mr. James D. Davidson. In consideration of complications and controversy resulting from such litigation and the potential for negative investor perceptions, on April 16, 2003, Mr. Davidson tendered his temporary resignation as the Chief Financial Officer and a director of the Company. Management is not aware of any other legal proceedings pending or that have been threatened against the Company or its properties.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

NON-QUALIFIED STOCK OPTION PLAN

On May 15, 2002, the Board of Directors unanimously approved and adopted a stock option plan and on September 30, 2002, the Board of Directors approved the adoption of a new stock option plan (the "Stock Option Plan"), which provides authorization to the Board of Directors to grant up to 3,500,000 Stock Options to directors, officers, employees and consultants of the Company and its subsidiaries.

In accordance with the terms and provisions of the Stock Option Plan, and as of the date of this Quarterly Report, the Board of Directors of the Company has granted an aggregate of 3,270,000 stock options as follows: (i) 1,740,000 stock options and 395,000 incentive stock options exercisable at $1.00 per share to previous holders of stock options of GeneMax Pharmaceuticals to replace stock options previously granted by GeneMax Pharmaceuticals at $0.60 per share; (ii) 1,000,000 stock options at $0.50 per share to ICI and/or its employees or consultants who, in such capacities, rendered bona fide services on behalf of

the Company including, but not limited to, administrative and managerial (which shares were subject to an S-8 registration statement filed with the Securities and Exchange Commission); (iii) 20,000 stock options at $5.50 per share; (iv) 15,000 stock options at $7.50 per share; and (v) 100,000 stock options at $8.50 per share. During the six-month period, the Company repriced 100,000 stock options originally at $8.50, 20,000 stock options originally at $5.50 and 15,000 stock options originally at $7.50 all to a new exercise price of $1.75 per share. Effective July 1, 2003, the Company granted a further 25,000 stock options at an exercise price of $1.90 per share for a period of three years.

Of the 3,270,000 stock options granted, and as of the date of this Quarterly Report: (i) 1,000,000 stock options have been exercised at $0.50 per share for aggregate proceeds of $500,000 by employees or consultants of ICI in accordance with the terms of the respective notice and agreement of exercise of option; and (ii) 25,000 stock options have been exercised at $1.00 per share for aggregate proceeds of $25,000 in accordance with the terms of the notice and agreement of exercise of option. Management of the Company believes that such services provided by the employees or consultants of ICI on behalf of the Company did not include services which directly or indirectly promoted or maintained a market for the Company's securities nor were rendered in connection with the offer or sale of securities in a capital-raising transaction. Therefore, in connection with the exercise of such stock options, 1,000,000 shares of common stock of the Company were issued to certain employees or consultants of ICI who provided bona fide services to the Company under the Consulting Services Agreement and 25,000 shares were issued to optionees.

On April 16, 2003, the Board of Directors of the Company unanimously approved and ratified the adoption of an amendment to the Stock Option Plan, which provides authorization to the Board of Directors to grant up to an additional 2,245,000 stock options to directors, officers, employees and consultants of the Company and its subsidiaries for an aggregate limit of 4,500,000 stock options.

Pursuant to Board of Director approval and ratification, the Company has granted 300,000 stock options at an exercise price of $1.00 per common share to International Market Trend AG or its employees or consultants who provide services to the Company (which 300,000 stock options are subject to an S-8 registration statement filed with the Securities and Exchange Commission on August 12, 2003). In connection with the grant of such stock options to and the subsequent exercise by International Market Trend AG or its employees or consultants, management of the Company believes that such bona fide services provided by the employees or consultants to the Company do not include services which directly or indirectly promote or maintain a market for the Company's securities nor were rendered in connection with the offer or sale of securities in a capital-raising transaction.

As of the date of this Quarterly Report, there are 16,813,519 shares of common stock issued and outstanding.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Class	Percent of Class
Common Stock	James D. Davidson 321 S. St. Asaph Street Alexandria, Virginia 22314	1,316,666 (1)(2)	8.58%
Common Stock	Ronald L. Handford 3432 West 13th Avenue Vancouver, British Columbia Canada V5Y 1W1	1,266,000 (1)(3)	7.38%
Common Stock	442668 B.C. Ltd. 12596 23rd Avenue Surrey, British Columbia Canada V4A 2C2	3,270,465 (1)(4)	21.73%
Common Stock	Dr. Karl Hellstrom 720 Broadway Seattle, Washington 98122	100,000 (5)	0.06%
Common Stock	Grant R. Atkins 435 Martin Street, Suite 2000 Blaine, Washington 98230	0	0%
Common Stock	All current officers and directors as a group (4 persons)	6,103,131 (6)	34.00%

(1)
These are restricted shares of common stock.

(2)
Mr. James Davidson is an initial founding shareholder of GeneMax Pharmaceuticals. This figure includes (a) 788,333 shares of common stock held of record by Mr. Davidson; (b) an aggregate of 500,000 shares of common stock held of record by Mr. Davidson's two minor children, respectively, over which Mr. Davidson has sole voting and disposition rights; (c) an assumption of the exercise of an aggregate of 13,333 warrants exercisable into 13,333 shares of common stock at the rate of $0.75 per share expiring on May 1, 2006; (d) an assumption of the exercise by Mr. Davidson of an aggregate of 15,000 warrants exercisable by Mr. Davidson into 15,000 shares of common stock at the rate of $1.00 per share expiring December 1, 2005; and (e) an assumption of the exercise by Mr. Davidson of an aggregate of 150,000 stock options to acquire 150,000 shares of common stock at $1.00 per share (which exercise rights expired on July 15, 2003 in accordance with the terms of the stock option plan pursuant to Mr. Davidson's resignation as the Chief Financial Officer and a director of the Company). As of the date of this Quarterly Report, no warrants nor stock options have been exercised.

(3)
Mr. Ronald Handford is an initial founding shareholder of GeneMax Pharmaceuticals. This figure includes (a) 808,000 shares of common stock held of record by Mr. Handford; (b) 100,000 shares of common stock held of record by Handford Management Inc. over which Mr. Handford has sole voting and disposition rights; (c) an assumption of the exercise by Mr. Handford of an aggregate of 8,000 warrants into 8,000 shares of common stock at $0.75 per share expiring December 1, 2005; and (d) an assumption of the exercise by Mr. Handford of an aggregate of 350,000 stock options to acquire 350,000 shares of common stock at $1.00 per share. On approximately May 4, 2003, the 325,000 shares of common stock previously held of record by Aberdeen Holdings Limited and the 325,000 shares of common stock previously held of record by Latitude 32 Holdings Ltd. were transferred to Mr. Handford as the holder of record. As of the date of this Quarterly Report, no warrants nor stock options have been exercised.

(4)
Dr. Wilfred Jefferies is an initial founding shareholder of GeneMax Pharmaceuticals. Dr. Jefferies has sole voting and disposition rights over the 2,770,465 shares of common stock held of record by 442668 B.C. Ltd. This figure also includes an assumption of the exercise by Dr. Jefferies of an aggregate of 500,000 stock options to acquire 500,000 shares of common stock at $1.00 per share. As of the date of this Quarterly Report, no stock options have been exercised.

(5)
This figure includes the assumption of the exercise by Dr. Hellstrom of an aggregate of 100,000 stock options to acquire 100,000 shares of common stock at $8.50 per shares (which have been repriced to $1.75 per share). As of the date of this Quarterly Report, 56,250 stock options have vested and the remaining stock options will vest or the next twenty-one months. As of the date of this Quarterly Report, no stock options have been exercised.

(6)
This figure includes the assumption of the exercise of an aggregate of 36,333 warrants into 36,333 shares of common stock and the assumption of the exercise of 1,100,000 stock options into 1,100,000 shares of common stock.

Notwithstanding the Pooling Agreement, there are no arrangements or understanding among the entities and individuals referenced above or their respective associates concerning election of directors or any other matters which may require shareholder approval.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No report required.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No report required.

ITEM 5. OTHER INFORMATION

No report required.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibits:

31.1 Form 302 Certification - CEO
31.2 Form 302 Certification - CFO
32.1 Form 906 Certification - CEO
32.2 Form 906 Certification - CFO

Reports on Form 8-K:

None.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENEMAX CORP.

Dated: August 13, 2003

By: /s/ RONALD L. HANDFORD
_____
President/Chief Executive Officer

Dated: August 13, 2003

By: /s/ GRANT R. ATKINS
_____
Chief Financial Officer

EXHIBIT 31.1

CERTIFICATIONS

I, Ronald L. Handford, certify that:

1. I have reviewed this Form 10-QSB of Genemax Corporation;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15-(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2003

/s/ RONALD L. HANDFORD

Ronald L. Handford
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Grant Atkins, certify that:

1. I have reviewed this Form 10-QSB of Genemax Corporation;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15-(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2003

/s/ GRANT ATKINS

Grant Atkins
Chief Financial Officer

EXHIBIT 32.1

SECTION 1350 CERTIFICATIONS

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Genemax Corporation (the "Company") on Form 10-QSB for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ronald L. Handford, President/Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 12, 2003

/s/ RONALD L. HANDFORD

Ronald L. Handford
President/Chief Executive Officer

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906, OR OTHER DOCUMENT AUTHENTICATING, ACKNOWLEDGING, OR OTHERWISE ADOPTING THE SIGNATURE THAT APPEARS IN TYPED FORM WITHIN THE ELECTRONIC VERSION OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906, HAS BEEN PROVIDED TO GENEMAX CORPORATION AND WILL BE RETAINED BY GENEMAX CORPORATION AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.

EXHIBIT 32.2

SECTION 1350 CERTIFICATIONS

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Genemax Corporation (the "Company") on Form 10-QSB for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Grant Atkins, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 12, 2003

/s/ GRANT ATKINS

Grant Atkins
Chief Financial Officer

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906, OR OTHER DOCUMENT AUTHENTICATING, ACKNOWLEDGING, OR OTHERWISE ADOPTING THE SIGNATURE THAT APPEARS IN TYPED FORM WITHIN THE ELECTRONIC VERSION OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906, HAS BEEN PROVIDED TO GENEMAX CORPORATION AND WILL BE RETAINED BY GENEMAX CORPORATION AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.