

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: December 10, 2002

GENEMAX CORP.

(Exact Name of Small Business Issuer as Specified in its Charter)

NEVADA

(State or other Jurisdiction as Specified in Charter)

00-27239

(Commission file number)

88-0277072

(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)

Items 1 through 4, 6 and 8 not applicable.

Item 5. Other Events

On December 3, 2002, the board of directors of GeneMax Corp., a Nevada corporation (the "Company") approved and authorized the appointment of Dr. Wilfred Jefferies as chairman of the board of directors of the Company and Dr. Julia Levy as chairperson of the Scientific Advisory Board. Effective on December 6, 2002, the board of directors of the Company also approved the appointment of Dr. Karl Erik Hellstrom as a director of the Company. See the attached press release dated December 9, 2002 for further information.

As of the date of this Report, the directors and executive officers of the Company are as follows:

Name ----	Age ---	Position -----
Ronald L. Handford	50	Director and President/ Chief Executive Officer
Dr. Wilfred Jefferies	44	Director/Chairman of the Board and Chief Scientist Officer
James D. Davidson	55	Director and Chief Financial Officer/Secretary
Alan P. Lindsay	52	Director
Grant Atkins	42	Director
Dr. Karl E. Hellstrom	68	Director

Biographies of Directors and Officers

RONALD L. HANDFORD, B.A.Sc., M.B.A. is the President/Chief Executive Officer and a director of the Company and of GeneMax Pharmaceuticals, Inc. Mr. Handford has over 29 years of international experience in business, finance and leading public and private companies. He conducted the due diligence review of the GeneMax technology acquisition, negotiated the key license, operating and

management contracts, prepared the business plan and arranged the private seed capital with the assistance of the other members of the business team. Mr. Handford is an engineering graduate from the University of British Columbia with an MBA from the University of Western Ontario. From 1993-1996, he was investment officer at the International Finance Corporation, the private sector arm of the World Bank, in Washington D.C. Before that he was a vice president with Barclays Bank in Toronto, responsible for their structured finance activities in Canada. He is experienced in capital raising, as well as in building and administering public and private companies.

DR. WILDRED JEFFERIES, D.Phil. (Oxon) is the Chief Scientist Officer, a director and the chairman of the board of directors of the Company and of GeneMax Pharmaceuticals, Inc. Dr. Jefferies is a Professor of Medical Genetics, Microbiology and Immunology, and a member of the Biomedical Research Centre and the Biotechnology Laboratory at the University of British Columbia (<http://www.brc.ubc.ca/facult/wilf/wilf.htm>). He is the lead researcher on the scientific discoveries that form the bases of GeneMax Pharmaceuticals, Inc. Dr. Jefferies received his D.Phil. from Oxford and was a post-doctoral research fellow at the Karolinska Institute in Sweden and the Swiss Cancer Institute in Lausanne. His current research foci at UBC are iron transport/metabolism and antigen processing. Dr. Jefferies was the founder of Synapse Technologies Inc., which was acquired in 2002 by BioMarin Pharmaceutical. He oversees the scientific development of the Company.

JAMES D. DAVIDSON, B.A., M.A., M. Litt. (Oxon)m, is the Chief Financial Officer/Secretary and a director of the Company and of GeneMax Pharmaceuticals, Inc. Mr. Davidson is a private investor and analyst. He founded Agora, Inc., a worldwide publishing group with offices in Baltimore, London, Dublin, Paris, Johannesburg, Melbourne and other cities, and The Hulbert Financial Digest and Strategic Investment. In conjunction with Lord Rees-Mogg, co-editor of Strategic Investment and former editor of the Times of London, Mr. Davidson co-authored a series of books on financial markets. Mr. Davidson is also a current or recent director of a number of companies, many of which he co-founded. They include in addition to GeneMax, MIV Therapeutics, BEVsystems, New Paradigm Capital (Bermuda), Anatolia Minerals Development Corporation, and Wharekauhau Holdings (New Zealand). In addition, Mr. Davidson is a director of Plasmar, S.A. (La Paz, Bolivia), Martinborough Winery Ltd. (New Zealand) and New World Premium Brands Ltd. (New Zealand). He is the editor of Vantage Point Investment Advisory, a private financial newsletter with a worldwide circulation.

ALAN P. LINDSAY is a director of the Company and of GeneMax Pharmaceuticals, Inc. Mr. Lindsay has an extensive backgrounds in business management, marketing and finance. He is currently chairman and chief executive officer of MIV Therapeutics, Inc., an OTCBB medical devices company developing a novel laser-cut stent with drug delivery capability. In addition, Mr. Lindsay headed up and built a significant business and marketing organization for a major international financial institution in Vancouver, British Columbia. Mr. Lindsay has raised over \$100 million of equity financing for private and public companies over the last five years. Mr. Lindsay is a graduate of the M.L.I. management development program.

GRANT ATKINS is a director of the Company. Mr. Atkins had been the president, secretary and treasurer and a director of the Company since March 1, 2001. For the past ten years, Mr. Atkins has provided services as a financial and project coordination consultant to clients in government and private industry. He has extensive multi-industry experience in the fields of finance, administration and business development. Mr. Atkins has a Commerce degree from the University of British Columbia specializing in finance. He had many years of experience in both director and officer designations of various public companies.

DR. KARL E. HELLSTROM is a director of the Company and of GeneMax Pharmaceuticals, Inc. Dr. Karl Hellstrom received his M.D. and Ph.D. degrees from the Karolinska Institute in Stockholm, Sweden, initially working in the area of tumor biology with an emphasis on immunogenetics. Subsequently, Dr. Hellstrom became a professor in pathology and an adjunct professor in microbiology/immunology at the University of Washington Medical School. During 1975, Dr. Hellstrom moved to the newly established Fred Hutchinson Cancer Research Center in Seattle, Washington, as a director of its Tumor Immunology Program. In 1983, he joined the biotechnology company Oncogen which, in 1990, was integrated into the Pharmaceutical Research Institute of Bristol-Myers Squibb Company. Dr. Hellstrom then became vice president of Oncology Discovery and, since 1995, of Immunotherapeutics. During 1997, Dr. Hellstrom moved from Bristol-Myers Squibb to Pacific Northwest Research Institute, where he is currently leading a group in Tumor Immunology as a principal investigator. Dr. Hellstrom also currently retains an affiliate professorship at the University of Washington Medical School. He has been a past member of two NIH Study Sections (Immunobiology and Experimental Immunology), and a member of the Scientific Advisory Board of Memorial Sloan Kettering Institute for Cancer Research as well as of the Scientific Advisory Board of Hybritech Inc. Dr. Hellstrom has received many awards, including the Parke-Davis award in experimental pathology, Alpha Omega Alpha, the Lucy Wortham James award of the Ewing Society, the Pap Award for outstanding contribution to cancer research, the Humboldt Award to a senior U.S. scientist, and the yearly American Cancer Society National Award. He has also been honored as Knight of the Northern Star, First Class, Swedish Order of Merit.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

Press Release Date December 9, 2002

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

GENEMAX CORP.

Date: December 10, 2002

By: /s/ Ronald L. Handford

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Ronald L. Handford, President and  
Chief Executive Officer

GENEMAX CORP.

(OTCBB Symbol - GMXX, FWB Symbol - GX1, WKN: 645096,  
ISN: US36870Q1031)

FOR IMMEDIATE RELEASE

Blaine, Washington

December 9, 2002

## BUSINESS EDITORS:

GENEMAX CORP common stock is traded on the OTC Bulletin Board in the United States under the symbol GMXX and on the Frankfurt Stock Exchange under the symbol GX1.

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GENEMAX CORP. ANNOUNCES APPOINTMENTS OF DR. WILFRED JEFFERIES AS CHAIRMAN OF THE BOARD OF DIRECTORS, DR. JULIA LEVY AS CHAIR OF THE SCIENTIFIC ADVISORY BOARD, AND DR. KARL ERIK HELLSTROM, LEADING CANCER IMMUNOLOGIST, TO THE BOARD OF DIRECTORS

GeneMax Corp. announces today that Dr. Wilfred Jefferies has been appointed Chairman of the Board of Directors, in addition to his role as Chief Scientific Officer. Dr. Julia Levy has been appointed Chair of the Company's Scientific Advisory Board, which will guide clinical trials, scientific development as well as making recommendations to the Board of Directors. The appointment of Dr. Jefferies to Chairman of the Board recognizes his position as the vision and drive behind the technological development of GeneMax. Dr. Karl Erik Hellstrom joined the Board of Directors concurrently with these appointments.

Dr. Levy said, " While I am seeking to reduce significantly my director appointments and corporate activities generally, I believe Dr. Jefferies' work in the area of cancer immunotherapies is truly compelling and I look forward to chairing the GeneMax Scientific Advisory Board to help guide the rapid development of TAP-related products into clinical trials. The Scientific Advisory Board appointment allows me to concentrate on GeneMax's scientific development without the increasing time commitment required as a GeneMax director".

Dr. Karl Erik Hellstrom received his M.D. and Ph.D. degrees from the Karolinska Institute in Stockholm, Sweden, initially working in the area of tumor biology with an emphasis on immunogenetics. As a student of Dr. George Klein, he was a member of the team that showed, for the first time, a tumor-destructive immune response to an animal's own, autologous tumor. After being recruited to the faculty of the University of Washington Medical School (Professor in Pathology with an adjunct Professorship in Microbiology/Immunology), in 1966, Karl Erik Hellstrom, and his wife, Dr. Ingegerd Hellstrom, became internationally known after they reported that there is a T- lymphocyte-mediated immune response to human tumors, a discovery that opened new avenues for research and development of cancer therapy. Subsequently their team discovered some of the first monoclonal antibodies to antigens expressed by human tumors, and they were among the first to publish on the utility of such antigens as possible targets for antibody-mediated cancer therapy via drug conjugates, immunotoxins, or antibodies alone. In addition to having authored some 440 papers and been awarded many US and foreign patents, Karl Erik Hellstrom has, together with his wife, contributed to science by training a number of graduate students and postdoctorals, several of whom went on to leading positions in academia or industry.

He moved in 1975 to the newly established Fred Hutchinson Cancer Research Center in Seattle as Director of its Tumor Immunology Program. In 1983, he joined the then founded biotechnology company Oncogen which, in 1990, was integrated into the Pharmaceutical Research Institute of the Bristol-Myers Squibb Company. Dr. Hellstrom became Vice President, first of the Oncology Discovery and, since 1995, of Immunotherapeutics. In the Fall of 1997 Dr. Hellstrom moved from Bristol-Myers Squibb to Pacific Northwest Research Institute, where he, together with Dr. Ingegerd Hellstrom, is leading a group in Tumor Immunology as a

Principal Investigator. He retains an Affiliate Professorship at the University where he sometimes teaches. Dr. Hellstrom has been a past member of two NIH Study Sections (Immunobiology and Experimental Immunology), and of the Scientific Advisory Board of Memorial Sloan Kettering Institute for Cancer Research as well as of the Scientific Advisory Board of Hybritech Inc. He has received many awards, including the Parke-Davis award in experimental pathology, Alpha Omega Alpha, the Lucy Wortham James award of the Ewing Society, the Pap Award for outstanding contribution to cancer research; the Humboldt Award to a senior U.S. scientist; and the yearly American Cancer Society National Award. He has also been honored as Knight of the Northern Star, First Class, Swedish Order of Merit.

Dr. Hellstrom said, "I feel that the science of GeneMax is outstanding with lots of promise towards development of marketable products and I am very much looking forward to working with the Board of Directors, the Scientific Advisory Board and development team at GeneMax".

Ronald L. Handford, President & CEO of GeneMax, said, " With the appointments announced today we have now built a formidable Board and Scientific Advisory Board. Dr. Jefferies is passionate about using his innovative technology and ideas to treat human diseases, and he is equally ardent about corporate governance issues and the responsibilities of the Board to all stakeholders in the Company. Dr. Julia Levy will continue to bring her excellent judgment in technology assessment, corporate development, clinical trials and commercialization to bear on GeneMax. Dr. Hellstrom's background as a senior product discovery officer in a large pharmaceutical company, his belief in the strong prospects for our cancer vaccine approach, and his world-wide contacts in industry, academia and finance related to biotechnology will be a tremendous asset to our Board ".

About GeneMax: GeneMax is a biotechnology company 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.

For further information:

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Stock Exchange Information: (Symbol: OTCBB - GMXX, Symbol FWB - GX1,  
WKN: 645096, ISN: US36870Q1031)  
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SAFE HARBOR STATEMENT

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THIS NEWS RELEASE MAY INCLUDE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 21E OF THE UNITED STATES SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, WITH RESPECT TO ACHIEVING CORPORATE OBJECTIVES, DEVELOPING ADDITIONAL PROJECT INTERESTS, THE COMPANY'S ANALYSIS OF OPPORTUNITIES IN THE ACQUISITION AND DEVELOPMENT OF VARIOUS PROJECT INTERESTS AND CERTAIN OTHER MATTERS. THESE STATEMENTS ARE MADE UNDER THE "SAFE HARBOR" PROVISIONS OF THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND INVOLVE RISKS AND UNCERTAINTIES WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN."  
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