**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# FORM 10-Q

**S** Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **March 31, 2008**

£ Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission File Number: **000-27239**

# TAPIMMUNE INC.

(Name of registrant in its charter)

| **NEVADA** | **88-0277072** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **Unit 2, 3590 West 41st Avenue, Vancouver, British Columbia, Canada** | **V6N 3E6** |
| (Address of principal executive offices) | (Zip Code) |

**(604) 264-8274**

(Issuer's telephone number)

Indicate by check mark whether the registrant (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 **S** No £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer or a smaller reporting company. See definition of “accelerated filer”, “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (check one):

£ Large accelerated filer
£ Non-accelerated filer (Do not check if smaller reporting company)
£ Accelerated filer
**S** Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes £ No **S**

As of May 19, 2008, the Company had **23,802,681** shares of common stock issued and outstanding.

**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**TAPIMMUNE INC.**
(A Development Stage Company)

**CONSOLIDATED BALANCE SHEETS**

| | March 31, 2008 | December 31, 2007 |
|---|---|---|
| | (Unaudited) | |
| **ASSETS** | | |
| **Current Assets** | | |
| Cash | $ 19,540 | $ 167,539 |
| Due from government agency | 60,770 | 59,634 |
| Prepaid expenses and deposits | 18,316 | 35,313 |
| | 98,626 | 262,486 |
| **Furniture and Equipment**, net (Note 3) | 14,752 | 16,621 |
| | $ 113,378 | $ 279,107 |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| **Current Liabilities** | | |
| Accounts payable and accrued liabilities | $ 1,245,762 | $ 1,103,263 |
| Research agreement obligations (Note 4) | 173,043 | 199,766 |
| Convertible notes payable (Note 5(i)) | 56,633 | 66,633 |
| Convertible note subscriptions received (Note 5(v)) | 200,000 | 200,000 |
| Notes payable (Notes 5(iv) and (vi)) | 433,533 | 229,952 |
| Due to related parties (Note 6) | 244,262 | 154,265 |
| | 2,353,233 | 1,953,879 |
| **Commitments and Contingencies** (Notes 1, 4, and 5) | | |
| **Stockholders' Deficit** | | |
| Capital stock (Note 7) | | |
| Common stock, $0.001 par value, 80,000,000 shares authorized | | |
| 23,502,681 shares issued and outstanding (2007 – 23,502,681) | 23,503 | 23,503 |
| Additional paid-in capital | 17,032,285 | 16,910,218 |
| Shares and warrants to be issued (Notes 5(iv) and 7) | 67,400 | 67,400 |
| Deficit accumulated during the development stage | (19,292,972) | (18,616,167) |
| Accumulated other comprehensive loss | (70,071) | (59,726) |
| | (2,239,855) | (1,674,772) |
| | $ 113,378 | $ 279,107 |

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

**TAPIMMUNE INC.**
(A Development Stage Company)

**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(Unaudited)**

| | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 | July 27, 1999 (inception) to March 31, 2008 |
|---|---|---|---|
| **Interest Income** | $ - | $ - | $ 30,530 |
| **General and Administrative Expenses** | | | |
| Consulting fees | 35,166 | 55,895 | 1,020,750 |
| Consulting fees – stock-based (Note 7) | 36,900 | - | 3,171,175 |
| Depreciation | 1,869 | 496 | 203,873 |
| Gain on settlement of debts | - | - | (173,010) |
| General and administrative | 28,981 | 20,316 | 2,236,598 |
| Interest and finance charges (Note 5) | 214,550 | 1,134,734 | 2,158,040 |
| Management fees (Note 6) | 77,537 | 50,632 | 1,658,610 |
| Management fees – stock-based (Note 7) | 85,167 | - | 739,889 |
| Professional fees | 134,853 | 67,473 | 2,491,787 |
| Research and development (Note 6) | 61,782 | 88,517 | 5,203,790 |
| Research and development – stock-based | - | - | 612,000 |
| | 676,805 | 1,418,063 | 19,323,502 |
| **Net Loss for the Period** | (676,805) | (1,418,063) | (19,292,972) |
| **Deficit Accumulated During the Development Stage, beginning of period** | (18,616,167) | (14,724,756) | - |
| **Deficit Accumulated During the Development Stage, end of period** | $ (19,292,972) | $ (16,142,819) | $ (19,292,972) |
| **Basic and Diluted Net Loss per Share** | $ (0.03) | $ (0.09) | |
| **Weighted Average Number of Common Shares Outstanding** | 23,502,681 | 15,816,360 | |

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

**TAPIMMUNE INC.**
(A Development Stage Company)

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Unaudited)**

| | Three Months Ended March 31, 2008 | Three Months Ended March 31, 2007 | July 27, 1999 (inception) to March 31, 2008 |
|---|---|---|---|
| **Cash Flows from Operating Activities** | | | |
| Net loss | $ (676,805) | $ (1,418,063) | $ (19,292,972) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Convertible debenture costs | - | - | 51,817 |
| Depreciation | 1,869 | 496 | 203,874 |
| Gain on settlement of debts | - | - | (173,010) |
| Non-cash interest and finance fees | 203,581 | 1,127,158 | 2,013,870 |
| Non-cash consulting and license fees | - | - | 16,250 |
| Stock-based compensation | 122,067 | - | 4,523,064 |
| Changes in operating assets and liabilities: | | | |
| Due from government agency | (1,136) | - | (60,770) |
| Prepaid expenses and receivables | 16,997 | (18,456) | (12,316) |
| Accounts payable and accrued liabilities | 142,499 | 14,957 | 1,667,671 |
| Research agreement obligations | (26,723) | (19,589) | 173,043 |
| **Net Cash Used in Operating Activities** | (217,651) | (313,497) | (10,889,479) |
| **Cash Flows from Investing Activities** | | | |
| Purchase of furniture and equipment | - | (19,865) | (218,626) |
| Cash acquired on reverse acquisition | - | - | 423,373 |
| **Net Cash (Used in) Provided by Investing Activities** | - | (19,865) | 204,747 |
| **Cash Flows from Financing Activities** | | | |
| Proceeds from the issuance of common stock | - | 475,000 | 9,111,106 |
| Finance charges | - | (17,500) | (248,981) |
| Repayment of convertible notes | (10,000) | (100,000) | 256,633 |
| Proceeds from notes and loans payable | - | - | 652,845 |
| Advances from related parties | 89,997 | 67,122 | 1,002,740 |
| **Net Cash Provided by Financing Activities** | 79,997 | 424,622 | 10,774,343 |
| **Effect of Exchange Rate Changes** | (10,345) | (5,199) | (70,071) |
| **Net (Decrease) Increase in Cash** | (147,999) | 86,061 | 19,540 |
| **Cash, Beginning of Period** | 167,539 | 120,436 | - |
| **Cash, End of Period** | $ 19,540 | $ 206,497 | $ 19,540 |

**Supplemental cash flow information and non-cash investing and financing activities:** (refer to Note 8)

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

## Note 1: Nature of Operations

On May 9, 2002, TapImmune Inc. ("TPIM" 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"). 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 of cancer, and therapies for infectious diseases, autoimmune disorders and transplant tissue rejection.

On June 28, 2007, the Company approved a name change to TapImmune Inc. and completed a reverse stock split by the issuance of one (1) new share for each two and one-half (2.5) outstanding shares of the Company's common stock. Unless specifically noted, all amounts have been retroactively restated to recognize the reverse stock split (Note 7).

During 2000, GPI and the University of British Columbia ("UBC") entered into a worldwide 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 lead product resulting from these licenses is a immunotherapy vaccine, on which the Company has been completing pre-clinical work in anticipation of clinical trials. Specifically the Company has moved the technology through issuance of a U.S. patent, tested various viral vectors needed to deliver the gene that forms the basis for the vaccine, licensed a preferred viral vector and contracted out production of clinical grade vaccine (refer to Note 4). The Company plans to continue development of the lead product vaccine through clinical trials. The other technologies licensed include assays, which the Company plans to use for generation of a pipeline of immune-modulation products. The assay technology acquired has received patent protection.

These 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. As at March 31, 2008, the Company has a working capital deficiency of $2,254,607, a capital deficiency of $2,239,855 and has incurred significant losses since inception. Further losses are anticipated in the development stage 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, maintenance and protection of patents, accommodation from certain debt obligations and ultimately on generating future profitable operations. Planned expenditures relating to future clinical trials of the Company's immunotherapy vaccine will require significant additional funding. Internally generated cash flow will not fund development and commercialization of the Company's products. The Company is dependant on future financings to fund ongoing research and development as well as working capital requirements. The Company's future capital requirements will depend on many factors including the rate and extent of scientific progress in its research and development programs, the timing, cost and scope involved in clinical trials, obtaining regulatory approvals, pursuing further patent protections and the timing and costs of commercialization activities.

Management changes occurred in 2006 and management is addressing going concern remediation through seeking new sources of capital, restructuring and retiring debt through conversion to equity and debt settlement arrangements with creditors, cost reduction programs and seeking possible joint venture participation. Management's plans are intended to return the company to financial stability and improve continuing operations. The Company is continuing to raise capital through private placements, related party loans and other sources to meet immediate working capital requirements. Management expects to be able to complete restructuring plans and expand programs including entering clinical trials for its lead TAP (Transporters of Antigen Processing) vaccine and infectious disease adjuvant. These measures, if successful, should contribute to reducing the risk of going concern uncertainties for the Company over the next twelve months.

There is no certainty that the company will be able to raise sufficient funding to satisfy current debt obligations or to continue development of products to marketability.

**Note 2: Unaudited Consolidated Financial Statements for an Interim Period**

These unaudited financial statements of the Company have been prepared in accordance with generally accepted accounting principles for interim financial information and the rules and regulations of the securities and exchange commission. They do not include all information and footnotes required by United States 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, 2007 included in the Company's Annual Report on From 10-KSB filed with the Securities and Exchange Commission. These unaudited financial statements should be read in conjunction with those financial statements included in Form 10-KSB. In the opinion of management, all adjustments considered necessary for fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

**Note 3: Furniture and Equipment**

Furniture and equipment consisted of the following at:

| | March 31, 2008 | December 31, 2007 |
|---|---|---|
| | (Unaudited) | |
| Computer equipment | $ 4,533 | $ 4,533 |
| Laboratory equipment | 16,704 | 16,704 |
| Office furniture and equipment | 3,161 | 3,161 |
| | 24,398 | 24,398 |
| Less: accumulated depreciation | (9,646) | (7,777) |
| | $ 14,752 | $ 16,621 |

**Note 4: Research Agreements**

**Crucell Holland B.V. ("Crucell") – Research License and Option Agreement**
Effective August 7, 2003, Crucell and GPI entered into a five-year research license and option agreement whereby Crucell granted to GPI a non-exclusive worldwide license for the research use of its adenovirus technology. The Company was required to make certain payments over the five-year term totaling Euro €450,000 (approximately $510,100).

Effective June 6, 2005, Crucell gave the Company notice of default whereby the Company had six months to remedy the unpaid option maintenance payments of $236,880 (€200,000) owing as at December 31, 2005. On November 16, 2005, Crucell provided notice of termination by default due the Company's failure to remedy the default within the required six month period. In May 2006, the Company negotiated a reinstatement of the original research and license option agreement with Crucell and paid Crucell on April 20, 2006 €123,590 ($151,521) in connection with the reinstatement. Under the revised terms of the agreement, the Company would pay Crucell twelve monthly payments of €10,300 starting May 2006 (paid to October 31, 2006, as of March 31, 2008) and a €75,000 annual license fee (outstanding at March 31, 2008, adjusted for CPI) to maintain the reinstated agreement in good standing. In January, 2008 the Company paid €27,316 ($40,000) towards the outstanding balance of €136,800 and at March 31, 2008, €109,484 ($173,043) has been included in research agreement obligations for the Crucell agreement and is outstanding under the terms of the agreement. Management is in the process of negotiating a revised payment schedule for the remaining balance.

**SAFC Pharma Inc (formerly Molecular Medicine BioServices, Inc.) ("SAFC Pharma") – Production Service Agreement**
Effective March 18, 2003, SAFC Pharma and GPC entered into a production service agreement ("PSA"), as amended on August 29, 2003, whereby SAFC Pharma will produce the clinical vector for delivery of the TAP gene used in the Company's cancer immunotherapy product. The product will incorporate the Crucell vector and the Company's TAP1 gene. Total obligations under the contract are $232,000 payable to SAFC Pharma plus an estimated $110,000 to $145,000 in third-party testing costs. The Company was in breach of its contractual obligations with SAFC Pharma in respect of payment of $15,000 for Phase I of the project. The parties have agreed that advance payments that had been made for subsequent phases could be allocated to the Phase I deficiency so that all payments that were due under the PSA have now been paid in full and the Company has a non-refundable credit of approximately $78,000 available until the end of 2008 with SAFC Pharma to be applied towards future vaccine production. The non-refundable credit has not been recognized as an asset in accordance with the accounting policies.

**Operating Lease**
In March 2007, the Company entered into a laboratory lease that expires in February 2012. The terms of the operating lease agreement require the Company to make minimum monthly payments of approximately $2,490 (CAN $2,520).

**Combined Research and Operating Obligations**
The Company has obligations under various agreements that expire between August 2008 and February 2012. The aggregate minimum annual payments for the years ending March 31 are as follows:

| | |
|---|---|
| 2009 | $ 30,082 |
| 2010 | 32,304 |
| 2011 | 32,304 |
| 2012 | 29,612 |
| | $ 124,302 |

## Note 5: Convertible Debt and Promissory Notes Payable

**i) 2004 Convertible Notes and Debenture Financing**
In 2004, the Company issued two unsecured convertible promissory notes in the principal amount of $500,000, that included interest at 8% per annum and were due twelve months from the date of issue.

In 2006, the Company repaid $300,000 towards the convertible notes, in addition to all interest accrued to the date of the final payment on October 31, 2006. In 2007, the Company repaid $133,367 towards the convertible note principal. On July 3, 2007 the Company entered into a letter agreement extending the term of the warrants originally issued with the outstanding convertible note for a period of two years or 18 months after effective registration of the warrants (not completed to date), and reduced the conversion price from $1.25 to $0.25. The incremental increase in the fair value of the warrants resulting from the repricing was determined by management to be $40,000 and was recorded as interest and finance charges. The fair value was estimated using the Black-Scholes option pricing model with an expected life of 2 years, a risk free interest rate of 5.28%, a dividend yield of 0%, and an expected volatility of 86%. In 2008, the Company repaid $10,000 towards the convertible note principal.

At March 31, 2008 the principal amount of $56,633 was outstanding for the convertible notes, and interest expense of $11,612 (2006 - $2,674) has been accrued.

**ii) 2007 Promissory Note**

On July 13, 2007 the Company issued an unsecured promissory note to a company related through a family member of a director of TapImmune (Note 6) in the principal amount of $100,000 which was revised on August 31, 2007 to $125,000. The promissory note matured on September 28, 2007 and bears interest at 12% per annum. As partial consideration for the promissory note, on October 31, 2007 the Company issued to the Lender, as fully paid and non-assessable, 125,000 non-transferable and registerable share purchase warrants (each a "Warrant"), to acquire an equivalent number of common shares of the Company (each a "Warrant Share"), at an exercise price of $0.30 per Warrant Share and for an exercise period of up to one year from the issuance date. The fair value of the warrants was determined by management at $18,104 recorded as interest and finance charges. The fair value was estimated using the Black-Scholes option pricing model with an expected life of 1 year, a risk free interest rate of 5.27%, a dividend yield of 0%, and an expected volatility of 125%.

On December 18, 2007 the Company signed an agreement to extend the terms of the 2007 Promissory Notes through February 28, 2008. As consideration for the extension, the Company agreed to issue to the Lender, as fully paid and non-assessable, 400,000 non-transferable and registerable share purchase warrants (each a "Warrant"), to acquire an equivalent number of common shares of the Company (each a "Warrant Share"), at an exercise price of $0.25 per Warrant Share and for an exercise period of up to three years from the issuance date. The fair value of the warrants was determined by Management at $44,000 recorded as a warrant issuance obligation and expensed as interest and finance charges. The fair value was estimated using the Black-Scholes option pricing model with an expected life of 3 years, a risk free interest rate of 4.21%, a dividend yield of 0%, and an expected volatility of 106%.

At March 31, 2008 no repayment has been made to the principal amount or the interest of $10,364 accrued on the promissory note.

**iii) 2007 Convertible Promissory Note**

On August 31, 2007 the Company issued a convertible promissory note to a company related through a family member of a director of TapImmune (Note 6) in the principal amount of $200,000 that bears interest at 12% per annum, due on demand. Upon completion of the conversion terms, the unpaid amount of principal and accrued interest may be converted at any time at the holder's option into shares of the Company's common stock. The conversion price will be determined by the purchase price of the Company's next stock offering or convertible debt financing. When the price is established, management will determine whether any beneficial conversion feature exists and may require adjustment to the stated value.

At March 31, 2008 no repayment has been made to the principal amount or the interest of $14,005 accrued on the convertible promissory note. Because the conversion features, if any, are not determinable, the principal amount is recorded as subscription for convertible promissory note.

**iv) 2007 Loan and Security Agreement**

On November 30, 2007 the Company entered into a Loan and Security Agreement whereby the Company issued 12% secured promissory notes in the principal amount of $445,000, with interest paid in advance resulting in net proceeds of $391,600, with the discount being amortized to interest and finance charges over the term of the notes. The promissory notes mature on May 31, 2008. Additionally, the Company issued to the Lenders, as fully paid and non-assessable, 1,780,000 non-transferable and registerable share purchase warrants (each a "Warrant"), to acquire an equivalent number of common shares of the Company (each a "Warrant Share"), at an exercise price of $0.25 per Warrant Share and for an exercise period of up to five years from the issuance date. The Company allocated the proceeds of issuance between the secured promissory notes and the detachable warrants based on their relative fair values as determined by management. Accordingly, the Company recognized the relative fair value of the warrants of $356,000 as a component of stockholders' deficit. Interest paid in advance was amortized by $26,554 to interest expense for the three months ended March 31, 2008 increasing the net carrying value of the secured promissory notes. Additionally, the fair value of the warrants was accreted to interest expense by $177,027 for the three months ended March 31, 2008 increasing the carrying value of the secured promissory notes to $308,533. The fair value of the warrants was estimated using the Black-Scholes option pricing model with an expected life of five years, a risk free interest rate of 4.55%, a dividend yield of 0%, and an expected volatility of 106%.

Under the terms of the Loan and Security Agreement, the notes shall be repaid if the Company receives funds from a sale or series of sales of any debt or Common Stock or Common Stock Equivalents in the aggregate of $2,000,000 or more. Also under the terms of the Loan and Security Agreement, the Company granted a first priority security interest in Company collateral, including, but not limited to: (i) all goods, including machinery and inventory; (ii) all contract rights and other general intangibles; (iii) all accounts, together with all instruments, etc., (iv) all documents, letter of credit rights, instruments and chattel paper; (v) all commercial tort claims; (vi) all deposit accounts and all cash; (vii) all investment property; (viii) all supporting obligations; (ix) all files, records, books of account, business papers, and computer programs; and (x) the products and proceeds of all of the foregoing.

Pursuant to the Loan and Security agreement, the Company paid $54,195 including reimbursement of legal fees as finders' fees which has been expensed as interest and finance charges. Additionally, the Company issued as finders' fees 178,000 warrants under the same terms as the Lenders. The fair value of the warrants was estimated to be $35,600 using the Black-Scholes option pricing model with an expected life of five years, a risk free interest rate of 4.55%, a dividend yield of 0%, and an expected volatility of 106%, and has been recorded as interest and finance charges.

**Note 6: Related Party Transactions**

During the three months ended March 31, 2008 the Company entered into transactions with certain officers and directors of the Company as follows:

(a) incurred $77,537 (2007 - $50,632) in management fees, and recorded $85,167 in stock based compensation for the fair value of options granted to management that were earned during the period;
(b) incurred $44,343 (2007 - $25,606) in research and development fees to related parties, of which $29,878 (2007 - $25,606) was to the former CSO and $14,465 (2007 - $Nil) was paid to a direct family member of a current officer;
(c) incurred $3,740 (2007 - $Nil) in interest and finance charges on a $125,000 promissory note due to a company related through a direct family member of a current director (refer to Note 5); and
(d) incurred $5,984 (2007 - $Nil) in interest and finance charges on a $200,000 convertible promissory note due to a company related through a direct family member of a current director (refer to Note 5);

All related party transactions (other than stock based consideration) involving provision of services were recorded at the exchange amount, which is the amount established and agreed to by the related parties.

At March 31, 2008 the Company had amounts owing to directors of $145,859 (December 31, 2007 - $91,593), companies controlled by officers of $31,000 (December 31, 2007 - - $20,000), companies controlled by a direct relative of an officer of $5,432 (December 31, 2007 - $3,000), and the former CSO of $61,971 (December 31, 2007 - $39,672). These amounts were in the normal course of operations. Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

**Note 7: Capital Stock**

The authorized capital of the Company consists of 80,000,000 common shares with $0.001 par value and 2,500,000 non-voting preferred shares with $0.001 par value. On March 27, 2007, a majority of shareholders voted to amend the Company's Articles of Incorporation to increase the authorized capital from 50,000,000 shares of common stock to 200,000,000 shares of common stock. On June 28, 2007, the Company completed a reverse stock split thereby issuing 1 new share for each 2.5 outstanding shares of the Company's common stock. Accordingly, the Company's authorized share capital was decreased from 200,000,000 common shares to 80,000,000 common shares. As of March 31, 2008, no preferred shares have been issued.

All prior period share transactions included in the company's stock transactions and balances have been retroactively restated to give effect to the reverse stock split.

**2007 Capital Transactions**
On December 19, 2007 the Company agreed to issue 120,000 shares of restricted common stock with an estimated fair value of $0.195 per share, pursuant to a consulting services agreement. As of March 31, 2008 the $23,400 fair value of the shares to be issued has been recorded as an obligation to issue shares and warrants.

**2007 Stock Incentive Plan**

On June 8, 2007, the Board of Directors of the Company approved the adoption of a stock option plan (the "2007 Plan") allowing for the granting of up to 6,400,000 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. Options granted under the Plan may have vesting requirements as determined by the Board of Directors.

On June 8, 2007, a total of 6,320,000 stock options were granted (1,640,000 to consultants and 4,680,000 to officers and directors) at an exercise price of $0.25 per share. The term of these options is ten years. Of the 6,320,000 options granted, 3,100,000 vested upon grant, 2,420,000 vest in one year, 400,000 vest in two years and 400,000 vest in three years. The aggregate fair value of these options was estimated at $1,179,600, or $0.19 per option, using the Black-Scholes option pricing model with a risk free interest rate of 5.26%, a dividend yield of 0%, an expected volatility of 83%, and expected life of 5 years for the options vesting immediately, 4 years for the options vesting in one year, 3 years for the options vesting in two years, and 2 years for the options vesting in three years. The earned portion of the value of these options during the three months ended March 31, 2008 was $122,067 (2007 - $Nil), of which $36,900 was recorded as stock based consulting and $85,167 was recorded as stock based management fees. A balance of $152,267 of unvested option value will be expensed over the remaining vesting period.

At March 31, 2008, 80,000 stock options remain available under the 2007 Plan.

The Company's stock option activity during the period is as follows (adjusted for the reverse stock split):

| | Number of Options | Weighted Average Exercise Price | Weighted Average Remaining Life |
|---|---|---|---|
| Balance, December 31, 2007 | 6,320,000 | $ 0.25 | 9.44 |
| Granted | - | - | - |
| Cancelled, exercised or expired | - | - | - |
| Balance, March 31, 2008 (Unaudited) | 6,320,000 | $ 0.25 | 9.19 |

**Share Purchase Warrants**

On December 18, 2007 the Company signed an agreement to extend the terms of the 2007 Promissory Notes through February 28, 2008 (refer to Note 5(ii)). As consideration for the extension, the Company agreed to issue to the Lender, as fully paid and non-assessable, 400,000 non-transferable and registerable share purchase warrants (each a "Warrant"), to acquire an equivalent number of common shares of the Company (each a "Warrant Share"), at an exercise price of $0.25 per Warrant Share and for an exercise period of up to three years from the issuance date. The fair value of the warrants was determined by Management at $44,000 recorded as a warrant issuance obligation.

The Company's share purchase warrant activity during the period was as follows (adjusted for the reverse stock split):

| | Number of Warrants | Weighted Average Exercise Price | Weighted Average Remaining Life |
|---|---|---|---|
| Balance, December 31, 2007 | 11,071,667 | $ 0.25 | 4.04 |
| Issued | - | - | - |
| Cancelled, exercised or expired | - | - | - |
| Balance, March 31, 2008 (Unaudited) | 11,071,667 | $ 0.25 | 3.80 |

**Note 8: Supplemental Cash Flow Information and Non-Cash Investing and Financing Activities**

| | Three Months Ended March 31, 2008 | 2007 |
|---|---|---|
| Interest paid | $ - | $ 7,576 |
| Income taxes paid | $ - | $ - |

**Note 9: Contingency**

The Company has not filed income tax returns for several years for the consolidated group in the United States and Canada. Both taxing authorities prescribe penalties for failing to file certain tax returns and supplemental disclosures. Upon filing there could be penalties and interest assessed. Such penalties vary by jurisdiction and by assessing practices and authorities. As the Company has incurred losses since inception there would be no known or anticipated exposure to penalties for income tax liability. However, certain jurisdictions may assess penalties for failing to file returns and other disclosures and for failing to file other supplementary information associated with foreign ownership, debt and equity positions. Inherent uncertainties arise over tax positions taken, or expected to be taken, with respect to transfer pricing, inter-company charges and allocations, financing charges, fees, related party transactions, tax credits, tax based incentives and stock based transactions.

Management has considered the likelihood and significance of possible penalties associated with its current and intended filing positions and has determined, based on their assessment, that such penalties, if any, would not be expected to be material.

Disclosure concerning certain carry-forward tax pools, temporary and permanent timing differences in tax basis versus reported amounts may be impacted by assessing practices and tax code regulations when income tax returns are filed up to date. As a 100% valuation allowance has been provided against deferred tax assets reported in these financial statements, there would be no significant net impact to the current and deferred income tax disclosures or reconciliations reported.

As management is currently not able to make a reliably measurable provision for possible liability for penalties and interest, if any, at this time the company may be liable for such amounts upon assessment.

**Note 10: Subsequent Events**

On April 7, 2008 the Company entered into a consulting services agreement for a three month term from April 7, 2008 to July 7, 2008. In accordance with the terms and provisions of the agreement: (i) the consultant will effect communications between the Company and its shareholder base, prospective investors and the investment community as a whole; (ii) the Company will pay the consultant a monthly fee of $15,000 on the first of each month starting with the first installment paid upon signing the agreement (paid April 11, 2008); (iii) the Company will issue to the consultant 300,000 restricted common shares (issued April 21, 2008); and (iv) the Company will issue to the consultant options to purchase 200,000 shares of the Company's common stock at an exercise price of $0.25 per share, expiring 90 days after the date of termination of the agreement (not granted to date).

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, that involve risks and uncertainties. All statements other than statements relating to historical matters including statements to the effect that we "believe", "expect", "anticipate", "plan", "target", "intend" and similar expressions should be considered forward-looking statements. Our actual results could differ materially from those discussed in the forward-looking statements as a result of a number of important factors, including factors discussed in this section and elsewhere in this quarterly report on Form 10-Q, including those discussed in Item 1A of this report under the heading "Risk Factors", and the risks discussed in our other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis, judgment, belief or expectation only as the date hereof. We assume no obligation to update these forward-looking statements to reflect events or circumstance that arise after the date hereof.*

*As used in this quarterly report: (i) the terms "we", "us", "our", "TapImmune" and the "Company" mean TapImmune Inc. and its wholly owned subsidiary, GeneMax Pharmaceuticals Inc. which wholly owns GeneMax Pharmaceuticals Canada Inc., unless the context otherwise requires; (ii) "SEC" refers to the Securities and Exchange Commission; (iii) "Securities Act" refers to the Securities Act of 1933, as amended; (iv) "Exchange Act" refers to the Securities Exchange Act of 1934, as amended; and (v) all dollar amounts refer to United States dollars unless otherwise indicated.*

*The following discussion of our plan of operations, results of operations and financial condition as at and for the three months ended March 31, 2008 should be read in conjunction with our unaudited consolidated interim financial statements and related notes for the three months ended March 31, 2008 included in this quarterly report, as well as our Annual Report on Form 10-KSB for the year ended December 31, 2007.*

**Overview**

We are focused on developing innovative therapeutics to treat serious disorders, primarily for cancer and infectious diseases. Since our inception we have devoted substantially all of our resources to research and development activities, primarily with early stage research in the field of gene therapy. We are currently conducting preclinical studies using our TAP gene technology in combination with adeno virus, with the aim of completing our preclinical trials and filing an Investigational Drug Application for cancer in 12-15 months. We are also pursuing vaccine developments for infectious diseases using our TAP gene technology and an in-licensed Modified Vaccinia Ankora virus and other potential targeted vaccine candidates with the aim of establishing licensing and partnering relationships to generate revenue and advance our in- house projects closer to commercial products.

We are a development stage company and have primarily supported the financial needs of our research and development activities since our inception through public offerings and private placements of our equity securities. We have not received any revenue from the sale of our products in development, and we do not anticipate generating revenue from the sale of products in the foreseeable future. In order to carry out our corporate operational plan and to support the anticipated future needs of our research and development activities, we expect that we will have cash requirements of approximately $5,000,000 over the next 24 months, which we expect to obtain through additional equity financings. The funding that, if obtained, would be used to support our activities surrounding our proposed clinical grade production of our lead TAP vaccine product, commencement of human clinical studies, advance the development of our prophylactic vaccine campaign and proceed with potential acquisitions or in-licensing of new technologies or products. In the event that we are able to secure sufficient funding through the issuance of our securities, it is expected that we will expand our management team to include a Director of Corporate Development, a Director of Regulatory Affairs, a Director of Research and a Controller. It is also anticipated that as we advance our product development in oncology and prophylactic vaccines, we will incrementally increase the number of scientists employed by us to approximately six.

We anticipate being able to generate funding in the next few years under collaborative arrangements with third parties, government grants, and license fees. We have incurred losses since our inception and expect to incur losses over the next several years. Bringing medical products to commercialization is a lengthy process requiring many years of development and clinical trials during which there are no definable sources of revenue. There can be no assurance that we will successfully acquire, develop, commercialize, manufacture, or market our product candidates or ever achieve or sustain product revenues or profitability.

***University of British Columbia Agreement***

We had conducted our research and development at the University of British Columbia ("UBC") under a Collaborative Research Agreement ("CRA"), however, as a consequence of our Option and Settlement Agreement with UBC, we presently plan to conduct our own research and development and continue to contract out clinical grade production of our TAP based vaccines. In addition, we in-license our adeno and MVA vectors and receive technical assistance from our licensing partners. Under the terms of the agreement with UBC, we assumed responsibility for the management, maintenance and protection of all patents and patent applications filed in connection with the technology. As of May 31, 2007 we completed our obligation with UBC and the technology assignment and transfer was completed during the 2007 fiscal year.

***SAFC Pharma (Molecular Medicine)***

We had a Production Services Agreement with Molecular Medicine for the production of a chemical grade of our TAP adeno based vaccine for pre-clinical toxicology analysis. However, in August of 2004 we ceased production of our clinical grade vaccine due to technical difficulties related to the yields of vaccine. Despite the technical difficulties we anticipate a clinical grade TAP based vaccine to be produced utilizing the adeno vector virus vector to allow us to meet its milestones for completing toxicology analysis by the end of 2008. We anticipate commencing chemical grade production of our oncology vaccine in 2008.

We were in breach of our contractual obligations with SAFC Pharma in respect of payments due for Phase I of the project. The parties have agreed that advance payments that had been made for subsequent phases could be allocated to the Phase I deficiency so that all payments that were due under the PSA have now been paid in full and we have a non-refundable credit of approximately $78,000 with SAFC Pharma to be applied towards future vaccine production.

***Crucell Agreement***

Pursuant to the Research License and Option Agreement Crucell granted us a non-exclusive, worldwide license for Crucell's adenovirus technology and an option for a non-exclusive, worldwide commercial license to manufacture, use, offer for sale, sell and import products using the licensed technology in the therapy of human subjects by administering a modified and proprietary adeno virus vector (used to package our TAP gene technology and deliver it to the target cancer cell in the patient) including, but not limited to, therapeutic gene sequence(s). Total obligations under this agreement were €450,000. In May 2006 we negotiated a reinstatement of the original Research and License Option Agreement with Crucell and paid Crucell €123,590 ($151,521) in connection with the reinstatement. Under the revised terms of the agreement, we will pay Crucell twelve monthly payments of €10,300 starting May 2006 (paid to October 31, 2006) and a €75,000 annual license fee (adjusted for CPI) in order to keep the reinstated agreement in good standing. In January, 2008 the Company paid €27,316 ($40,000) towards the outstanding balance of €136,800 and at March 31, 2008 €109,484 ($173,043) has been included in research agreement obligations for the Crucell agreement.

***National Institute of Health Agreement***

We also have a License Agreement with the National Institute of Health (USA) for the use of the Modified Vaccinia Ankora (MVA) virus for the development of vaccines. We will continue to license this technology for the development of prophylactic vaccines against infectious diseases. Under the terms of this agreement we are required to pay a royalty of $2,500 per year.

***U.S. Patent Application No. 10/046,542***

We are attempting to broaden our U.S. patent coverage to extend to other procedures of utilizing the TAP gene immune response technology in destroying tumor cells, and to treatment of viral infections, through additional patent application filings (continuations). We have applied for additional U.S. patents, most importantly, U.S. Pat. Appln. No. 10/046,542 that describes a method refining and expanding the process patented in U.S. Patent 6,361,770, above. U.S. Pat. Appln 10/046,542 is considered a key patent application for us, as it describes a preferable delivery method for the TAP gene sequences and serves as the basis for further expansion of our technology.

During the 2007 fiscal year, there was an inadvertent laspe in one of our patent applications to cause it to become “unintentionally abandoned”. This was due to an administrative docketing error. Significant professional fees were incurred by us in the reapplication and filing of actions to renew these patent claims. The patent in question was successfully and completely re-instated and a notice of allowance for a number of claims therein has be received from the US Patent Office.

***Our Financial Condition***

During the next 12 months we anticipate that we will not generate any revenue. We had cash of $19,540 and a working capital deficit of $2,254,607 at March 31, 2008. We will require significant additional financial resources and will be dependant on future financings to fund our ongoing research and development as well as other working capital requirements.

**Plan of Operation and Funding**

Management believes that an estimated $5,000,000 is required over the next two years for expenses associated with the balance of pre-clinical development on various technologies, anticipated toxicology, Phase I clinical trials for the TAP Cancer Vaccine, and for various operating expenses.

We have not generated any revenue based cash flow to fund our operations and activities due primarily to the nature of lengthy product development cycles that are normal to the biotech industry. Therefore, we must raise additional funds in the future to continue operations. We intend to finance our operating expenses with further issuances of common stock. Management believes that anticipated future private placements of equity capital and debt financing, if successful, may be adequate to fund our operations over the next twenty–four months. Management expects we will need to raise additional capital to meet long-term operating requirements. Captial raising is expected to occur on an on-going basis and in anticipation of various phases of our development plan. We anticipate needing $1.5 million in the next 9 months and $3.5 million over the course of the next 12 months. Our future success and viability are dependent on our ability to raise additional capital through further private offerings of its stock or loans from private investors. 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, we may not be able to conduct our proposed business operations successfully which could significantly and materially restrict or delay our overall business operations.

**Results of Operations**

***Three Months Ended March 31, 2008 Compared to Three Months Ended March 31, 2007***

We did not earn any interest or other revenues during the three months ended March 31, 2008 or over the same period ended March 31, 2007. We did not maintain any interest bearing deposits during the current fiscal year.

Our general and administrative expenses decreased to $676,805 during the three months ended March 31, 2008 from $1,418,063 over the same period ended March 31, 2007. Significant changes in operating expenses are outlined as follows:

- Consulting fees decreased to $35,166 during the three months ended March 31, 2008 from $55,895 over the same period ended March 31, 2007 due primarily to a corporate development services agreement not effect during the current period.
- Consulting fees – stock-based increased to $36,900 during the three months ended March 31, 2008 from $Nil during the same period ended March 31, 2007. We recorded stock based compensation for 2007 option grants earned during the current period and did not record any stock-based compensation in the prior year.
- General and administrative expenses increase to $28,981 during the three months ended March 31, 2008 from $20,316 during the same period ended March 31, 2007. The lease agreement for the current lab and office facilities was not in place during the two months of the prior period.

- Interest and finance charges decreased to $214,550 during the three months ended March 31, 2008 from $1,134,734 during the same period ended March 31, 2007. Current period interest charges are primarily accretion of interest and the fair value of warrants issued with a promissory note. Prior period interest charges included accretion of the discount on the 2006 convertible debt, amortization of the fair value of warrants on the 2006 convertible debt, and $1,016,000 in costs classified as interest charges resulting from conversion of the debt.
- Management fees increased to $77,537 during the three months ended March 31, 2008 from $50,632 during the same period ended March 31, 2007 due to increases in executive compensation over the prior period.
- Management fees – stock-based increased to $85,167 during the three months ended March 31, 2008 from $Nil during the same period ended March 31, 2007. We recorded stock based compensation for 2007 option grants earned during the current period and did not record any stock-based compensation in the prior year.
- Professional fees increased to $134,853 during the three months ended March 31, 2008 from $67,473 during the same period ended March 31, 2007 due to significant activity relating to the reapplication and filing of our patent applications, and analysis of any damages resulting from the inadvertent laspe in one of our patent applications during the prior year.
- Research and development decreased to $61,782 during the three months ended March 31, 2008 from $88,517 during the same period ended March 31, 2007. The monthly Crucell obligation was not in effect during the current year.

Our net loss decreased to $676,805 during the three months ended March 31, 2008 from $1,418,063 over the same period ended March 31, 2007. The decrease resulted primarily from significant non-cash interest and financing charges incurred during the prior period.

**Liquidity and Capital Resources**

At March 30, 2008 we had $19,540 in cash. Generally, we have financed our operations through the proceeds from convertible notes and the private placement of equity securities. We spent $147,999 net cash during the three months ended March 31, 2008 compared to a gain of $86,061 during the same period ended March 31, 2007.

***Operating Activities***
Net cash used in operating activities during the three months ended March 31, 2008 was $217,651 compared to $313,497 during the same period ended March 31, 2007. We had no revenues during the current or prior periods. Operating expenditures, excluding non-cash interest and stock-based charges during the current period primarily consisted of consulting and management fees, office and general expenditures, professional fees, and research and development charges.

***Investing Activities***
Net cash used in investing activities during the three months ended March 31, 2008 was $Nil compared to $19,865 during the same period ended March 31, 2007. Investing activities in the prior period consisted of furniture and equipment acquisitions for the new lab and office facilities.

***Financing Activities***
Net cash provided by financing activities during the three months ended March 31, 2008 was $79,997 compared to $424,622 during the same period ended March 31, 2007. Current period financing consisted of advances from related parties which was partially offset by a $10,000 principal payment against outstanding convertible notes. Prior period financing included net proceeds of $457,500 related to private placement financings and $67,122 in advances from related parties. We also repaid $100,000 towards an outstanding convertible note during the prior period.

At March 31, 2008 we had 6,320,000 stock options and 11,071,667 share purchase warrants outstanding. The outstanding stock options and warrants had a weighted average exercise price of $0.25 per share. Accordingly, as of March 31, 2008 the outstanding options and warrants represented a total of 17,391,667 shares issuable for proceeds of approximately $4,347,917 if these options and warrants were exercised in full. The exercise of these options and warrants is completely at the discretion of the holders. There is no assurance that any of these options or warrants will be exercised.

As of March 31, 2008 we anticipate that we will need significant financing to enable us to meet our anticipated expenditures for the next 24 months, which are expected to be in the range of $5,000,000 assuming a single Phase 1 clinical trial.

We have not generated any cash flow to fund our operations and activities due primarily to the nature of lengthy product development cycles that are normal to the biotech industry. Therefore, we must raise additional funds in the future to continue operations. We intend to finance our operating expenses with further issuances of common stock. We believe that anticipated future private placements of equity capital and debt financing, if successful, may be adequate to fund our operations over the next twenty–four months. Thereafter, we expect we will need to raise additional capital to meet long-term operating requirements. Our future success and viability are dependent on our ability to raise additional capital through further private offerings of our stock or loans from private investors. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available on acceptable terms, we may not be able to conduct our proposed business operations successfully. This could significantly and materially restrict or delay our overall business operations.

**Going Concern**

Our financial statements have been prepared assuming that we 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 we be unable to continue in operation. Our ability to continue as a going concern is dependent upon our ability to obtain the necessary financing to meet our obligations and pay our liabilities arising from our business operations when they come due. We intend to finance our anticipated operating expenses with further issuances of common stock through private placement offerings or loans from private investors. We will be unable to continue as a going concern if we are unable to obtain sufficient financing.

**Off-Balance Sheet Arrangements**

Other than as disclosed in the financial statements, we have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

**Critical Accounting Policies**

Our consolidated financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements. In general, management’s estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

***Use of Estimates and Assumptions***

Preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant areas requiring management's estimates and assumptions are determining the fair value of stock-based compensation, the fair value of the components of the convertible notes payable, future income tax pools and balances and the useful life of depreciable assets.

***Fair Value of Financial Instruments***
In accordance with the requirements of Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures about Fair Value of Financial Instruments," we have determined the estimated fair value of financial instruments using available market information and appropriate valuation methodologies. The carrying value of financial instruments classified as current assets or liabilities including cash, loans, obligations, and accounts payable and amounts due to related parties approximate fair values due to the short-term maturity of the instruments.

***Income Taxes***
We follow 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.

We adopted the provisions of FIBS Interpretation No. 48, Accounting for Uncertainty in Income Taxes (“FIN 48”), on January 1, 2007. Previously, we had accounted for tax contingencies in accordance with SFAS No. 5, Accounting for Contingencies. As required by Interpretation 48, which clarifies SFAS No. 109, Accounting for Income Taxes, we recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting this standard, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, we applied Interpretation 48 to all tax positions for which the statute of limitations remained open.

***Stock-based Compensation***
In 2006, we adopted SFAS No. 123 (revised 2004) (“SFAS No. 123R”), “Share-Based Payment”, and elected to adopt the modified prospective transition method. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options, restricted stock, restricted stock units, and employee stock purchase plan shares that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006 the first day of our 2006 fiscal year. Stock-based compensation expense for awards granted prior to January 1, 2006 was based on the grant date fair-value as determined under the pro-forma provisions of SFAS No. 123.

We recorded $122,067 in stock-based compensation valued using the Black-Scholes option pricing model during the three months ended March 31, 2008 as opposed to $Nil during the three months ended March 31, 2007.

***Recent Accounting Pronouncements***
In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities”. This Statement permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. We adopted SFAS 159 as of January 1, 2008. The adoption of SFAS 159 did not have an impact on our financial position, cash flows and results of operations.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in consolidated Financial Statements - an Amendment of ARB No. 51." This statement requires that noncontrolling or minority interests in subsidiaries be presented in the consolidated statement of financial position within equity, but separate from the parents' equity, and that the amount of the consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income. SFAS No. 160 is effective for the fiscal years beginning on or after December 15, 2008. Currently we do not anticipate that this statement will have an impact on our financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised) “Business Combinations”. SFAS 141 (Revised) establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. The statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective for the fiscal year beginning after December 15, 2008. Management is in the process of evaluating the impact, if any, SFAS 141 (Revised) will have on our financial statements upon adoption.

On December 21, 2007, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 110, ("SAB 110). SAB 110 provides guidance to issuers on the method allowed in developing estimates of expected term of "plain vanilla" share options in accordance with SFAS No. 123(R), "Share-Based Payment". The staff will continue to accept, under certain circumstances, the use of a simplified method beyond December 31, 2007 which amends question 6 of Section D.2 as included in SAB 107, "Valuation of Share-Based Payment Arrangements for Public Companies", which stated that the simplified method could not be used beyond December 31, 2007. SAB 110 is effective January 1, 2008. We are currently evaluating the potential impact, if any, that the adoption of SAB 110 will have on our financial statements.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities ("SFAS 161"). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. SFAS 161 achieves these improvements by requiring disclosure of the fair values of derivative instruments and their gains and losses in a tabular format. It also provides more information about an entity's liquidity by requiring disclosure of derivative features that are credit risk-related. Finally, it requires cross-referencing within footnotes to enable financial statement users to locate important information about derivative instruments. SFAS 161 will be effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, and will be adopted by us beginning in the first quarter of 2009. We do not expect there to be any significant impact of adopting SFAS 161 on our financial position, cash flows and results of operations.

**Item 3. Quantitive and Qualitative Disclosures About Market Risk**

Not Applicable

**Item 4. Controls and Procedures**

As required by Rule 13a-15 under the Exchange Act, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based upon that evaluation and subject to inherent limitations noted below, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective as at the end of the period covered by this quarterly report to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Disclosure controls and procedures have inherent limitations relative to the financial resources of a Company and the number of personnel. The disclosures controls and procedures may not prevent all error and fraud in the Company's financial reporting. A control system, no matter how well conceived and operated, can provide only reasonable, but not absolute, assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. These limitations also include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of a control. A design of a control system is also based upon certain assumptions about potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

There have been no significant changes in our internal controls over financial reporting that occurred during our most recent quarterly period that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

See last Annual Report.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On April 7, 2008 we entered into a consulting services agreement with Derrick Townsend Consulting OA 0805655 B.C. Limited (the "Townsend Agreement"). In accordance with the terms and provisions of the Townsend Agreement on April 21, 2008 we issued 300,000 shares of our restricted common stock.

**Item 3. Defaults Upon Senior Securities**

Not Applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

Not Applicable.

**Item 5. Other Information**

Not Applicable.

**Item 6. Exhibits**

The following exhibits are included with this Quarterly Report on Form 10-Q:

| Exhibit Number | Description of Exhibit |
|---|---|
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1933, as amended. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1933, as amended. |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

**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.

**TAPIMMUNE INC.**

*/s/ Denis Corin*

_____

**Denis Corin**
President, Chief Executive Officer and Principal Executive Officer
Date: May 20, 2008.

*/s/ Patrick A. McGowan*

_____

**Patrick A. McGowan**
Secretary, Treasurer, Chief Financial Officer, Principal Accounting Officer and a director
Date: May 20, 2008.

**Exhibit 31.1**

## CERTIFICATION

I, Denis Corin, certify that:

(1) I have reviewed this Report on Form 10-Q for the quarterly period ended March 31, 2008 of TapImmune Inc.;

(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 registrant'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 the 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: May 20, 2008.

*/s/ Denis Corin*
By: **Denis Corin**
Title: Chief Executive Officer

**Exhibit 31.2**

**CERTIFICATION**

I, Patrick A. McGowan, certify that:

(1) I have reviewed this Report on Form 10-Q for the quarterly period ended March 31, 2008 of TapImmune Inc.;

(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 registrant'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 the 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: May 20, 2008.

*/s/ Patrick A. McGowan*
By: **Patrick A. McGowan**
Title: Chief Financial Officer

**Exhibit 32.1**

# CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

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

The undersigned, Denis Corin, the Chief Executive Officer of TapImmune Inc., and Patrick A. McGowan, the Chief Financial Officer of TapImmune Inc., each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge, the Report on Form 10-Q of TapImmune Inc., for the quarterly period ended March 31, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of TapImmune Inc.

Date: May 20, 2008.

*/s/ Denis Corin*

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**Denis Corin**
Chief Executive Officer

*/s/ Patrick A. McGowan*

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**Patrick A. McGowan**
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to TapImmune Inc. and will be retained by TapImmune Inc. and furnished to the Securities and Exchange Commission or its staff upon request.