

Grant Life Sciences, Inc.
Form SB-2/A
April 28, 2005

As filed with the Securities and Exchange Commission on April 28, 2005
Registration No. 333-119425

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**Amendment No. 2 to
FORM SB-2**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GRANT LIFE SCIENCES, INC.

(Name of Small Business Issuer in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

3841
(Primary Standard Industrial
Classification Code Number)

82-0490737
(I.R.S. Employer Identification
Number)

**64 East Winchester, Suite 205
Murray, Utah 84107
(801) 261-8736**

(Address and Telephone Number of Principal Executive Offices)

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Approximate Date of Commencement of Proposed Sale to the Public:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

| Title of each class of Securities to be Registered | Amount to be registered | Proposed Maximum Offering Price Per Unit (1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock | 24,268,495 | \$0.70 | | |
| | \$16,987,946.50 | | | |
| | \$2,152.37 | | | |
| Common Stock | 1,895,268 | | | |
| | \$0.55 | | | |
| | \$1,042,397 | | | |
| | \$122.69 | | | |
| Total | 26,163,763 | | | |
| | \$18,323,973.50 | | | |
| | \$2,275.06(2) | | | |

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the bid and asked prices of the Registrant's common stock on January 21, 2004.

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(2) We previously paid \$2309.62 for the registration of 26,177,105 shares. We have reduced the number of shares being registered to 26,163,763

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Preliminary Prospectus, subject to Completion, dated April 28, 2005

GRANT LIFE SCIENCES, INC.

26,163,763 Shares

Common Stock

This prospectus relates to the sale of up to 26,163,763 shares of our common stock by selling stockholders. The prices at which the selling stockholders may sell shares will be determined by the prevailing market price for the shares or in negotiated transactions. We will not receive any proceeds from the sale of our shares by the selling stockholders.

Our common stock is listed on the Over-the-Counter Bulletin Board under the symbol "GLIF.OB." On April 26, 2005, the last reported bid price of our common stock was \$0.35 per share.

INVESTING IN OUR SECURITIES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 2.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is _____, 2005.

**64 East Winchester, Suite 205
Murray, Utah 84107
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PROSPECTUS SUMMARY

This summary does not contain all of the information that you should consider before investing in our common stock. You should carefully read the entire prospectus prior to making an investment decision.

About Grant Life Science

We are developing protein-based screening tests to screen women for cervical cancer and pre-cancerous conditions that typically result in cervical cancer. Our tests detect the presence of certain antibodies that appear only when cervical cancer or certain pre-cancerous conditions are present in the body. Our tests are performed by analyzing a small amount of blood taken from the patient. In one of our tests, the blood sample is analyzed in a clinical testing laboratory using standard laboratory equipment and analytic software, which generally can produce test results in about 2 hours. Our second generation rapid test is designed to be administered by a health professional in a doctor's office, hospital, clinic or even at home, and can provide easy-to-read results in approximately 15 minutes.

We have not generated any revenues since inception in July 1998. We have a history of losses and we expect to continue to incur losses for the foreseeable future. For the year ended December 31, 2004, we generated no revenues and incurred a net loss of \$1,910,350. Cumulative losses since inception total \$3,381,339. As a result of recurring losses from operations, a working capital deficit and accumulated deficit, our auditors, in their report dated March 18, 2005, have expressed substantial doubt about our ability to continue as a going concern.

History of Grant Life Sciences

Grant Life Sciences was incorporated in Idaho in 1983 as Grant Silver Inc. In 2000, we reincorporated in Nevada. On July 30, 2004, we acquired Impact Diagnostics, Inc, a Utah corporation, through the merger of our wholly owned subsidiary into Impact Diagnostics. We sometimes refer to that transaction as the "Merger". As a result of the Merger, Impact Diagnostics is a wholly owned subsidiary of Grant Life Sciences. Impact Diagnostics was formed in 1998 and has been developing a cervical cancer test. For several years prior to our acquisition of Impact Diagnostics, we engaged in no business.

Impact Diagnostics was formed in 1999 to license and develop certain technologies as owned by Dr. Yao Xiong Hu. Initial funding provided by the founders, and supplemented by two additional rounds of private funding, was used to fund the collection of patient samples and validation study costs of the technology. Once the technology was verified, Dr. Mark Rosenfeld drafted and applied for patents. In early 2004, Impact Diagnostics received its first patent.

Pursuant to the merger, each issued and outstanding share of common stock of Impact Diagnostics was converted into the right to receive one share of our common stock. In addition, each option to purchase one (1) share of common stock of Impact Diagnostics was converted into the right to receive an option to purchase one (1) share of our common stock. Upon completion of the merger, nominees of Impact Diagnostics were appointed to our board of directors and, our standing board of directors resigned.

For accounting purposes, the acquisition of Impact Diagnostics through the Merger is treated and presented as a recapitalization of Impact Diagnostics. The reverse merger is treated and presented as a recapitalization because we did not have any operating activity prior to the acquisition of Impact Diagnostics, ownership of Grant Life Sciences upon the reverse merger was controlled by the stockholders of Impact Diagnostics and the management of Impact Diagnostics controlled our operating activity post-merger. Therefore, in this prospectus, unless otherwise indicated, all historical financial information presented about us is historical financial information of Impact Diagnostics only, the historical audited and unaudited interim financial statements are the financial statements of Impact Diagnostics.

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By this prospectus, the selling stockholders are offering up to 26,163,763 shares of our common stock, of which 22,766,393 are shares of common stock currently held by the selling stockholders, 2,979,704 are shares of common stock issuable upon exercise of warrants, and 417,666 are shares issuable upon the conversion of notes held by the selling stockholders. The selling stockholders are not required to sell their shares, and any sales of common stock by the selling stockholders are entirely at the discretion of the selling stockholders.

We will receive no proceeds from the sale of the shares of common stock in this offering. However, if all of the warrants are exercised in full, we would receive \$484,048 in proceeds. Any proceeds received upon exercise of the warrants will be used for working capital, administrative expenses and product development.

RISK FACTORS

Investing in our securities involves a material degree of risk. Before making an investment decision, you should carefully consider the risk factors set forth in this prospectus and any accompanying prospectus supplement delivered with this prospectus, as well as other information we include in this prospectus and any accompanying prospectus supplement.

Risks Related to our Business

We are a development stage company and we have no meaningful operating history on which to evaluate our business or prospects.

We acquired Impact Diagnostics on July 30, 2004. For several years prior to that acquisition, we did not engage in any business. Impact Diagnostics was formed in 1998 and has been developing a cervical cancer screening test. This is now our only business. Impact Diagnostics has only a limited operating history and has generated no revenue. The limited operating history of Impact Diagnostics makes it difficult to evaluate our business prospects and future performance. Our business prospects must be considered in light of the risks, uncertainties, expenses and difficulties frequently encountered by companies in their early stages of development, particularly companies in new and rapidly evolving markets, such as the biotechnology market.

We have not completed the development of our planned cervical cancer tests and we are not currently developing any other products. We may not successfully develop our cervical cancer tests or any other products.

The cervical cancer tests are the only products we are developing. We have no other products. We may never successfully complete the development of our cervical cancer tests. If we do not complete the development of our cervical cancer tests or develop other products, we will not be able to generate any revenues or become profitable and you may lose your entire investment in us.

We have incurred net losses to date and expect to continue to incur net losses for the foreseeable future. We may never become profitable.

We have had substantial operating losses since our inception and have never earned a profit. We incurred net losses of \$646,201 in fiscal 2002, \$253,881 in fiscal 2003, \$1,910,350 for the year ended December 31, 2004 and \$3,381,339 from inception in 1998 through December 31, 2004. Our accumulated deficit at December 31, 2004 was \$3,381,339.

Our losses have resulted principally from:

- expenses associated with our research and development programs and development of our cervical cancer tests;
- expenses associated with the Merger; and
- administrative and facilities costs.

We expect to incur significant and increasing operating losses for the next few years as we complete development of our cervical cancer tests, initiate clinical trials, seek regulatory approval, expand our research and development, advance other product candidates into development and, if we receive regulatory approval, market and sell our products. We may never become profitable.

We will need to raise substantial additional capital to fund our operations, and if we are unable to obtain funding when needed, we may need to delay completing the development of our planned cervical cancer tests, scale back our operations or close our business.

We believe we have sufficient cash to sustain us through June 2005. Based on our current plan, we will need to raise at least \$3,000,000 to fund our operations through April 2006. We plan to raise additional capital through the sale of equity and/or debt securities. We do not currently have any committed sources of financing and we may be unable to obtain financing on acceptable terms or at all. If we are unable to raise sufficient funds, we may have to delay, scale-back or eliminate aspects of our operations or close our business. If we sell additional equity securities, we will dilute our current stockholders' equity interest in us.

Our auditors have qualified their opinion to our financial statements because of concerns about our ability to continue as a going concern. These concerns arise from the fact that we have not yet established an ongoing source of revenues sufficient to cover our operating costs and that we must raise additional capital in order to continue to operate our business. If we are unable to continue as a going concern, you could lose your entire investment in us.

We will not be able to sell our planned cervical cancer tests and generate revenues if laboratories and physicians do not accept them.

If we successfully complete development of our cervical cancer tests and obtain required regulatory approval, we plan to market and sell our tests initially to clinical testing laboratories in the United States, Western Europe and other countries in which there is widespread cervical cancer screening and a sophisticated testing infrastructure. We plan to market and sell the rapid test to physicians, hospitals, clinics and other healthcare providers in some developing countries where cervical cancer screening is not widespread and where there is limited or non-standardized testing infrastructure. In order to successfully commercialize our tests, we will have to convince both laboratories and healthcare providers that our proposed tests are an effective method of screening for cervical cancer, whether as an independent test, used in conjunction with Pap Tests and/or HPV Tests or as a follow-up screening method for women with equivocal Pap Tests. Pap Tests have been the principal means of cervical cancer screening for over 50 years and, in recent years, HPV Tests have been introduced primarily as an adjunct to Pap Tests. Failure to achieve any of these goals, could have an adverse material effect on our business, financial condition or results of operation.

Our planned cervical cancer tests rely on an approach that is different from the underlying technology of the Pap Tests and the HPV Tests and of healthcare professionals, women's advocacy groups and other key constituencies may not view our planned tests as an accurate means of detecting cervical cancer or pre-cancerous conditions. In addition, some parties may view using our proposed test along with the Pap Tests and/or HPV Tests for primary screening as adding unnecessary expense to the already accepted cervical cancer screening protocol, which could cause our product revenue to be negatively affected.

If third-party health insurance payors do not adequately reimburse healthcare providers or patients for our proposed cervical cancer tests, we believe it will be more difficult for us to sell our tests.

We anticipate that if government insurance plans (including Medicare and Medicaid in the United States), managed care organizations and private insurers do not adequately reimburse users for use of our tests, it will be more difficult for us to sell our tests to laboratories and healthcare providers. Third-party payors and managed care entities that provide health insurance coverage to approximately 225 million people in the United States currently authorize almost universal reimbursement for the Pap Tests, and Pap Tests are nearly fully reimbursed in other markets where we plan to market and sell our proposed tests. HPV Tests also are almost fully reimbursed for certain uses. We will attempt to obtain reimbursement coverage in all markets in which we plan to sell our proposed cervical cancer tests to the same degree as the Pap Test.

Our management will be required to expend significant time, effort and expense to provide information about the effectiveness of our planned cervical cancer tests to health insurance payors who are willing to consider reimbursement for our tests. However, reimbursement has become increasingly limited for medical diagnostic products. Health insurance payors may not reimburse laboratories, healthcare providers or patients in the United States or elsewhere for the use of our planned tests, either as a stand-alone test or as an adjunct to Pap Tests or HPV Tests, which would make it difficult for us to sell our tests, which could make our business less profitable and cause our business to fail.

We currently have no sales force or distribution arrangement in any market where we intend to market and sell our tests.

We currently have no sales or marketing organization. When we complete the development of our cervical cancer tests and receive the required regulatory approvals, we will attempt to market and sell our tests to laboratories and directly to physicians, hospitals, clinics and other healthcare providers. We plan to market and sell our tests to laboratories in the United States and globally through third party distributors. We do not currently have any arrangements with any distributors and we may not be able to enter into arrangements with qualified distributors on

acceptable terms or at all. If we are unable to enter into distribution agreements with qualified distributors on acceptable terms, we may be unable to successfully commercialize our tests.

Our competitors are much larger and more experienced than we are and, even if we complete the development of our tests, we may not be able to successfully compete with them.

The diagnostic testing industry is highly competitive. When completed, we expect that our cervical cancer tests will compete with the Pap Tests, which have been widely accepted by the medical community for many years.

Approximately 60 million Pap Tests are performed annually in the United States, and an additional 60 million Pap Tests are performed annually in the rest of the world. Manufacturers of Pap Tests include Cyctc Corporation and several other companies. Future improvements to the Pap Test could hinder our efforts to introduce our tests into the market.

Our cervical cancer tests also will compete with HPV Tests, which are becoming increasingly accepted in the medical community. Manufacturers of HPV Tests include Digene Corporation, Ventana Medical Systems, Roche Diagnostics, Abbott Laboratories, and Bayer Corporation. If market acceptance of HPV Tests becomes greater, it may be more difficult for us to introduce our tests into the market.

All of the companies who manufacture Pap Tests and HPV Tests are more established than we are and have far greater financial, technical, research and development, sales and marketing, administrative and other resources than we do. Even if we successfully complete the development of our tests, we may not be able to compete effectively with these much larger companies and their more established products.

We will need to obtain regulatory approval before we can market and sell our planned tests in the United States and in many other countries.

In the United States, our planned cervical cancer tests will be subject to regulation by the U.S. Food and Drug Administration (FDA) under the Federal Food, Drug and Cosmetic Act. Governmental agencies in other countries also regulate medical devices. These domestic and foreign regulations govern the majority of the commercial activities we plan to perform, including the purposes for which our proposed tests can be used, the development, testing, labeling, storage and use of our proposed tests with other products and the manufacturing, advertising, promotion, sales and distribution of our proposed test for the approved purposes. Compliance with these regulations could prove expensive and time-consuming.

Products that are used to diagnose diseases in people are considered medical devices, which are regulated in the United States by the FDA. To obtain FDA authorization for a new medical device, a company may have to submit data relating to safety and efficiency based upon extensive testing. This testing, and the preparation and processing of necessary applications, are expensive and may take up to a few years to complete. Whether a medical device requires FDA authorization and the data that must be submitted to the FDA varies depending on the nature of the medical device.

Medical devices fall into one of three classes (Class I, II, or III), in accordance with the FDA's determination of controls necessary to ensure the safety and effectiveness of the device or diagnostic. As with most diagnostic products, we anticipate that our planned cervical cancer tests will be classified by the FDA as a Class II device. By definition, this means that there could be a potential for harm to the consumer if the device is not designed properly and/or otherwise does not meet strict standards. To market and sell a Class II medical device, a company must first submit a 510(k) premarket notification, also known as a 510(k). The 510(k) application is intended to demonstrate substantial equivalency to a Class II device already on the market. The FDA will still require that clinical studies of device safety and effectiveness be completed.

In the United States, prior to approval by the FDA, under certain conditions, companies can sell investigational or research kits to laboratories under the Clinical Laboratory Improvement Amendment (CLIA) of 1988. Under CLIA, companies can sell diagnostic assays or tests to "high complexity" laboratories for validation as an "analyte specific reagent". An analyte specific reagent is the active ingredient of an "in-house" diagnostic test.

In addition to any government requirements as to authorizing the marketing and sales of medical devices, there are other FDA requirements. The manufacturer must be registered with the FDA. The FDA will inspect what is being done on a routine basis to ascertain compliance with those regulations prescribing standards for medical device quality and consistency. Such standards refer to but are not limited to manufacturing, testing, distribution, storage, design control and service activities. The FDA also prohibits promoting a device for unauthorized uses and routinely reviews labeling accuracy. If the FDA finds failures in compliance, it can institute a range of enforcement actions, from a public warning letter to more severe sanctions like withdrawal of approval; denial of requests for future approval; fines, injunctions and civil penalties; recall or seizure of the product; operating restrictions, partial suspension or total shutdown of production; and criminal prosecution.

The FDA's medical device reporting regulation also will require the reporting of information on deaths or serious injuries associated with the use of our tests, as well as product malfunctions that are likely to cause or contribute to death or serious injury if the malfunction were to recur.

Regardless of FDA approval status in the U.S., we will need to obtain certification of our tests from regulatory authorities in other countries prior to marketing and selling in such countries. The amount of time needed to achieve foreign approval varies from country to country, and regulatory approval by regulatory authorities of one country cannot by itself guarantee acceptance by another country's regulatory body.. Additionally, implementation of more

stringent requirements or the adoption of new requirements or policies could adversely affect our ability to sell our proposed tests in other countries. We may be required to incur significant costs to comply with these laws and regulations. If the US and/or other countries do not issue patents to us, our operating results will suffer and our business may fail.

In addition to the rules and regulations of the FDA and similar foreign agencies, we may also have to comply with other federal, state, provincial and local laws, rules and regulations. Our tests could be subject to rules pertaining to the disposal of hazardous or toxic chemicals or potentially hazardous substances, infectious disease agents and other materials, and laboratory and manufacturing practices used in connection with our research and development activities. If we fail to comply with these regulations, we could be fined, may not be allowed to operate certain portions of our business, or otherwise suffer consequences that could materially harm our business.

If we are unable to successfully protect our intellectual property or our licensor is unsuccessful in defending the patents on our licensed technology against infringement, our ability to develop, market and sell our tests and any other product we may develop in the future will be harmed.

Our success will partly depend on our ability to obtain patents and licenses from third parties and protect our trade secrets.

We have an exclusive license from Dr. Yao Xiong Hu for certain processes that we currently include in our cervical cancer tests. Some of Dr. Hu's technology is covered by a United States patent that has been issued, and some of the technology is covered by a United States patent application that has been filed and is pending. The agreement with Dr. Hu also covers technology included in foreign applications presently pending as PCT applications in China and India. In the event a competitor uses our licensed technology, our licensor may be unable to successfully assert patent infringement claims. In that event, we may encounter direct competition using the same technology on which our products are based and we may be unable to compete. If we cannot compete with competitive products, our business will fail. In addition, if any third party claims that our licensed products are infringing their intellectual property rights, any resulting litigation could be costly and time consuming and would divert the attention of management and key personnel from other business issues. We also may be subject to significant damages or injunctions preventing us from selling or using some aspect of our products in the event of a successful patent or other intellectual property infringement claim. In addition, from time to time, we may be required to obtain licenses from third parties for some of the technology or components used or included in our tests. If we are unable to obtain a required license on acceptable terms or at all, our ability to develop or sell our tests may be impaired and our revenue will be negatively affected.

We plan to file patent applications for any additional technology that we create in the future. We cannot guarantee that our patent applications will result in patents being issued in the United States or foreign countries. In addition, the U.S. Patent and Trademark Office may reverse its decision or delay the issuance of any patents that may be allowed. We also cannot guarantee that any technologies or tests that we may develop in the future will be patentable. In addition, competitors may develop products similar to ours that do not conflict with patents we may receive. If our patents are issued, others may challenge these patents and, as a result, our patents could be narrowed or invalidated, which could have a direct adverse effect on our earnings and profitability.

Our confidentiality agreements may not adequately protect our proprietary information, the disclosure of which could decrease our competitive edge.

Our technology and tests may be dependent on unpatented trade secrets. However, trade secrets are difficult to protect. In an effort to protect our trade secrets, we generally require our employees, consultants and advisors to sign confidentiality agreements. In addition, our employees are parties to agreements that require them to assign to us all inventions and other technology that they create while employed by us. However, we cannot guarantee that these agreements will provide us with adequate protection if confidential information is used or disclosed improperly. In addition, in some situations, these agreements may conflict with, or be limited by, the rights of third parties with whom our employees, consultants or advisors have prior employment or consulting relationships. Further, others may independently develop similar proprietary information and techniques, or otherwise gain access to our trade secrets. Any of these adverse consequences could negatively impact our results of operations.

Our products may infringe on the intellectual property rights of others and may result in costly and time-consuming litigation.

Our success will depend partly on our ability to operate without infringing upon the proprietary rights of others, as well as our ability to prevent others from infringing on our proprietary rights. We may be required at times to take legal action in order to protect our proprietary rights. Although we attempt to avoid infringing upon known proprietary rights of third parties, and are not aware of any current or threatened claims of infringement, we may be subject to legal proceedings and claims for alleged infringement by us or our licensees of third-party proprietary rights, such as patents, trade secrets, trademarks or copyrights, from time to time in the ordinary course of business. Any claims relating to the infringement of third-party proprietary rights, even if not successful or meritorious, could result in costly litigation, divert resources and management's attention or require us to enter into royalty or license agreements which are not advantageous to us. In addition, parties making these claims may be able to obtain injunctions, which could prevent us from selling our products. Any of these results could lead to liability, substantial

costs and reduced growth prospects, any or all of which could negatively affect our business.

We do not have any manufacturing facilities and although we have made arrangements with a third party to use its manufacturing facility, the arrangement is subject to a license agreement.

We have no capacity to manufacture our proposed tests. Although we have not established any arrangements with third party manufacturers, we plan to make arrangements pursuant to a licensing agreement to use a manufacturing facility that our licensor has used in the past. If the licensing agreement expires or is terminated, we cannot guarantee that we will be able to enter into any such other arrangements on favorable terms, or at all.

If we are able to market and sell our cervical cancer tests, we may be subject to product liability claims or face product recalls for which our insurance may be inadequate.

If we complete development of our cervical cancer tests and begin to sell them we will be exposed to the risk of product liability claims and product recalls. We currently do not market any products and therefore have obtained only general liability insurance coverage. Any failure to obtain product liability insurance in the future that is not continually available to us on acceptable terms, or at all, or that is sufficient to protect us against product liability claims or recalls, may not have enough funds to pay legal fees and/or any judgments in connection with any such claims which would have an adverse affect on our operating results and could cause our business to fail.

If we are unable to manage our anticipated future growth, we may not be able to implement our business plan.

We currently have seven employees and retain consultants on a part-time basis. In order to complete development of our tests, obtain FDA and other regulatory approval, seek insurance reimbursement, begin to market and sell our tests, begin the production of our tests and continue and expand our research and development programs, we will need to hire significant additional qualified personnel and expand or implement our operating, administrative, information and other systems. We cannot guarantee that we will be able to do so or that, if we do so, we will be able to effectively integrate them into our existing staff and systems. We will also have to compete with other biotechnology companies to recruit, hire and train qualified personnel. If we are unable to manage our growth, we may not be able to implement our business plan and our business could fail.

Risks Related to our Common Stock

There is only a limited market for our common stock and the price of our common stock may be affected by factors that are unrelated to the performance of our business.

Our common stock has not actively traded during the past few years. If any of the risks described in these Risk Factors or other unseen risks are realized, the market price of our common stock could be materially adversely affected. Additionally, market prices for securities of biotechnology and diagnostic companies have historically been very volatile. The market for these securities has from time to time experienced significant price and volume fluctuations for reasons that are unrelated to the operating performance of any one company. In particular, and in addition to the other risks described elsewhere in these Risk Factors, the following factors can adversely affect the market price of our common stock:

- announcements of technological innovation or improved or new diagnostic products by others;
- general market conditions;
- changes in government regulation or patent decisions;
- changes in insurance reimbursement practices or policies for diagnostic products.

Our common shares have traded on the Over the Counter Bulletin Board at prices below \$5.00 for several years. As a result, our shares are characterized as “penny stocks” which could adversely affect the market liquidity of our common stock.

The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure relating to the market for penny stocks in connection with trades in any stock defined as a penny stock. Securities and Exchange Commission regulations generally define a penny stock to be an equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. Such exceptions include any equity security listed on Nasdaq or a national securities exchange and any equity security issued by an issuer that has:

- net tangible assets in excess of \$2,000,000, if such issuer has been in continuous operation for three years;
- net tangible assets in excess of \$5,000,000, if such issuer has been in continuous operation for less than three years; or
- average revenue of at least \$6,000,000, for the last three years.

Unless an exception is available, the regulations require, prior to any transaction involving a penny stock, that a disclosure schedule explaining the penny stock market and the risks associated therewith is delivered to a prospective purchaser of the penny stock. We currently do not qualify for an exception, and, therefore, our common stock is considered to be penny stock and is subject to these requirements. The penny stock regulations adversely affect the market liquidity of our common shares by limiting the ability of broker/dealers to trade the shares and the ability of purchasers of our common shares to sell in the secondary market. In addition, certain institutions and investors will not invest in penny stocks.

Nevada law provides certain anti-takeover provisions for Nevada companies that may prevent or frustrate any attempt to replace or remove our current management by the stockholders or discourage bids for our common stock. These provisions may also affect the market price of our common stock. We have chosen not to opt out of these provisions.

We are subject to provisions of Nevada corporate law that limit the voting rights of a person who, individually or in association with others, acquires or offers to acquire at least 20% of our outstanding voting power unless a majority of our disinterested stockholders elects to grant voting rights to such person. We are also subject to provisions of Nevada corporate law that prohibit us from engaging in any business combination with an interested stockholder, which is a person who, directly or indirectly, is the beneficial owner of 10% or more of our common stock, for a period of three years following the date that such person becomes an interested stockholder, unless the business combination is approved by our board of directors in a prescribed manner. These provisions of Nevada law may make business combinations more time consuming or expensive and have the impact of requiring our board of directors to agree with a proposal before it is accepted and presented to stockholders for consideration. Although we have the ability to opt out of these provisions, we have not chosen not to do so. These anti-takeover provisions might discourage bids for our common stock.

Our board of directors has the authority, without further action by the stockholders, to issue, from time to time, up to 20,000,000 shares of preferred stock in one or more classes or series and to fix the rights and preferences of such preferred stock. The board of directors could use this authority to issue preferred stock to discourage an unwanted bidder from making a proposal to acquire us.

Future sales of a significant number of shares of our common stock by existing stockholders may lower the price of our common stock, which could result in losses to our stockholders.

As of April 26, 2005, we had outstanding 57,639,113 voting shares. Some of our outstanding voting shares are eligible for sale under Rule 144, are otherwise freely tradable or will become freely tradable under Rule 144. Sales of substantial amounts of shares of our common stock into the public market could lower the market price of our common shares.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are required to be aggregated) who has owned shares for at least one year would be entitled to sell within any three-month period a number of shares that does not exceed the greater of (i) 1% of the number of our common shares then outstanding (which equals approximately 576,391 shares of common stock) or (ii) the average weekly trading volume of our common shares during the four calendar weeks preceding the filing of a Form 144 with respect to such sale. Sales under Rule 144 are public information about us. Under Rule 144(k), a person who is not deemed to have been our affiliate at any time during the three months preceding a sale, and who has owned the shares proposed to be sold for at least two years, is entitled to sell his shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

FORWARD LOOKING STATEMENTS

This prospectus includes forward-looking statements. You can identify these forward-looking statements when you see us using words such as “expect,” “anticipate,” “estimate,” “believe,” “intend,” “may,” “predict,” and other similar expressions. These forward looking statements cover, among other items:

- our future capital needs;
- our expectations about our ability to complete development of our cervical cancer tests;

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- our expectations about the FDA and other regulatory approval process that will be required for our cervical cancer tests;
- our expectations about reimbursement of our products by health insurance payors;
- our expectations about the future performance of the cervical cancer tests that we are developing;
- our expectations about acceptance in the market of the cervical cancer tests we are developing;
- our expectations about the ability of our planned cervical cancer tests to compete in the market;
- our marketing and sales plans;
- our expectations about our financial performance;
- our intention to develop additional screening tests using our technology;

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We have based these forward-looking statements largely on our current expectations. However, forward-looking statements are subject to a number of risks and uncertainties, certain of which are beyond our control. Actual results could differ materially from those anticipated as a result of the factors described under “Risk Factors” including, among others:

- problems that we may face in successfully completing our planned cervical cancer tests;
- our inability to raise additional capital when needed;
- uncertainty of acceptance of our cervical cancer tests in the market;
- reluctance or unwillingness of laboratories and physicians to accept our tests;
- refusal of insurance companies and other third-party payors to reimburse patients, clinicians and laboratories for our tests;
- problems that we may face in marketing and selling our tests;
- the possibility that we may not be able to compete with established companies;
- delays in obtaining, or our inability to obtain, approval by the FDA for our proposed tests;
- delays in obtaining, or our inability to obtain, approval by certain foreign regulatory authorities for our proposed tests;
- problems in acquiring and protecting intellectual property important to our business through patents, licenses and other agreements;
- our ability to successfully defend claims that our tests may infringe the intellectual property rights of others;
- problems that we may face in obtaining product liability insurance or defending product liability claims;
- problems that we may face in manufacturing and distributing our proposed tests;
- the risks we face in potential international markets; and
- the limited market for our common stock and the adverse affect on liquidity that we may face because our common stock is considered a “penny stock”.

We do not undertake any obligation to publicly update or revise any forward-looking statements contained in this prospectus or incorporated by reference, whether as a result of new information, future events or otherwise. Because of these risks and uncertainties, the forward-looking statements and circumstances discussed in this prospectus might not transpire.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by selling stockholders. Certain of the selling stockholders will receive 2,979,704 shares of our common stock upon conversion of our outstanding warrants that they own. We will receive no proceeds from the sale of shares of common stock in this offering. However, if all of the warrants owned by the selling stockholders are exercised in full, we would receive

\$484,048 in proceeds. Any proceeds received upon exercise of the warrants will be used for working capital purposes, administrative expenses and product development.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Some of the information in this Form SB-2 contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- discuss our future expectations;
- contain projections of our future results of operations or of our financial condition; and
 - state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors," "Business" and elsewhere in this prospectus. See "Risk Factors."

Overview

On July 30, 2004, we acquired Impact Diagnostics through the merger of our wholly owned subsidiary, Impact Acquisition Corporation, into Impact Diagnostics. At the time of the merger, we were an inactive publicly traded shell corporation with no significant assets or operations. In accordance with SFAS No. 141, Impact Diagnostics was the acquiring entity. While the transaction is accounted for using the purchase method of accounting, in substance the merger is a recapitalization of Impact Diagnostic's capital structure. As a result of the Merger, each issued and outstanding share of common stock of Impact Diagnostics was converted into one share of our common stock, and Impact Diagnostics became a wholly owned subsidiary of our company. We now own, indirectly through Impact Diagnostics, all of the assets of Impact Diagnostics.

For accounting purposes, Impact Diagnostics has accounted for the transaction as a reverse acquisition and shall be the surviving entity. Impact Diagnostics did not recognize goodwill or any intangible assets in connection with the transaction and there have been no adjustments to the historical carrying values of the assets and liabilities.

The accompanying financial statements present the historical financial condition, results of operations and cash flows of the Impact Diagnostics prior to the merger with us.

We are considered a development stage company. In 2003 and 2004, we had no revenues and incurred net losses of \$253,881 and \$1,910,350, respectively. Since inception in July 1998, we have incurred cumulative losses of \$3,381,339.

Application of Critical Accounting Policies

Our consolidated financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our consolidated financial statements is critical to an understanding of our financials.

Stock-Based Compensation

On December 16, 2004, the Financial Accounting Standards Board published Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment ("SFAS 123R"). SFAS 123R requires that compensation cost related to share-based payment transactions be recognized in the financial statements. Share-based payment transactions within the scope of SFAS 123R include stock options, restricted stock plans, performance-based equity awards, stock appreciation rights, and employee share purchase plans. The provisions of SFAS 123R are effective as of the first interim period that begins after December 15, 2005. The Company is adopting this Statement early, for the year 2004. The company incurred expense of \$426,081 in 2004 for the stock options granted under its 2004 Stock Incentive Plan. The Company anticipates continuing to incur such costs in order to conserve its limited financial resources. The determination of the volatility, expected term and other assumptions used to determine the fair value of equity based compensation issued to non-employees under SFAS 123 involves subjective judgment and the consideration of a variety of factors, including our historical stock price, option exercise activity to date and the review of assumptions used by comparable enterprises.

Plan of Operations

In connection with the acquisition of Impact Diagnostics, Stan Yakatan was appointed as our Chief Executive Officer and President, John Wilson was appointed as our Chief Financial Officer and Michael Ahlin and Dr. Mark Rosenfeld

were appointed as our Vice Presidents. All of these individuals held these positions with Impact Diagnostics prior to the Merger. Dr. Mark Rosenfeld resigned on Oct 11, 2004. Mr. Wilson resigned on March 31, 2005 and was replaced by Don Rutherford. In addition to these officers, we currently have four employees and have engaged a number of part-time scientific consultants.

During the next year, we expect to acquire laboratory assets to augment our clinical research and development efforts. As part of this effort, we plan to develop a laboratory facility through relocating its offices to California where our Chief Executive Officer and Chief Financial Officer reside. We currently anticipate leasing an office in the Los Angeles area and will seek to secure the necessary mixed-use permits to operate a laboratory facility as part of such office. In conjunction with this relocation, we are subleasing our office space in Raleigh, North Carolina until the lease runs out in September 2005. This address is the address where Mr. John Wilson, our former Chief Financial Officer maintained an office. Effective March 31, 2005, Mr. Wilson resigned as Chief Financial Officer, and Donald Rutherford, a Los Angeles based, experienced financial executive, becoming our Chief Financial Officer. In addition to the termination of our North Carolina office, we also plan to relocate our clinical laboratory presently located in Sandy, Utah to the Los Angeles area.

During the next 12 months, we plan to complete the development of our cervical cancer screening tests. We intend to continue to validate the effectiveness of the processes that we currently use in the tests we are developing through trials which will be conducted for us by Allogen Laboratories, a subsidiary of the Cleveland Clinic. In the near term, we plan to meet with regulatory agencies in the United States and in other countries to determine the clinical trials and studies we will have to undertake and the data and other information we will be required to submit to them to support our future applications for authority to market and sell our planned cervical cancer tests in those countries. We also plan to begin studies and clinical trials in the United States and other countries that will be required in connection with our regulatory applications. During the next 12 months, we also anticipate that we will add employees, including scientists and other professionals in the research and development, product development, business development, regulatory, manufacturing, marketing and clinical studies areas.

We plan to invest any excess cash we have in investment grade interest bearing securities. We do not anticipate investing in real estate or interests in real estate, real estate mortgages, or securities of or interests in persons primarily engaged in real estate activities. We do not intend to undertake investments in real estate as a part of our normal operations.

Liquidity and Capital Resources

We do not have sufficient capital to satisfy our cash requirements through the next twelve months. As of December 31, 2004, we had total current assets of \$377,768 and total current liabilities of \$275,505. These current liabilities include notes payable of \$122,500 which converted to shares of common stock in March 2005. Our cash flow deficit from operations was \$1,484,935 during the year ended December 31, 2004. Additionally we used \$16,873 to acquire new property and equipment during the period. We met our cash requirements in 2004 through a private placement in connection with the Merger. As of March 31, 2005, we have current assets of approximately \$248,000 and total current liabilities of approximately \$583,000.

In connection with the Merger, between July 30, 2004 and August 19, 2004, we sold 1,912,125 units in a private placement, at a purchase price of \$0.9175 per unit (\$0.1835 per share), resulting in gross proceeds to our company of \$1,754,375, or \$1,494,937 net after deduction of offering costs. Net proceeds after legal, accounting, printing and other fees was approximately \$1,437,000. Each unit was comprised of five (5) shares (or 9,560,625 shares) of our common stock and a warrant to purchase one (1) share of our common stock at an exercise price of \$0.1835 per share.

Our continuation as a going concern is dependent on our ability to generate sufficient cash flows to meet our obligations on a timely basis and to obtain additional financing as may be required. We plan to raise additional capital in the next three months through the sale of equity and/or debt securities to support our development plan in the medical diagnostics industry. However, we currently do not have any committed sources of financing. We may not be able to raise additional financing on acceptable terms when we need to, or we may be unable to raise additional financing as all. We plan to invest any excess cash we have in investment grade interest bearing securities.

Duncan Bridge Financing

On March 15, 2005, we completed the sale of \$200,000 aggregate principal amount of an 8% Senior Secured Note due June 15, 2005 and a warrant to purchase up to an aggregate of 250,000 shares of our common stock to DCOFI Master LDC. The note and warrant were issued in a private placement pursuant to Section 4(2) of the Exchange Act of 1933 and Rule 506. The note bears interest at a rate of 8% per annum, is due and payable on June 15, 2005 and is secured by our assets. Upon the occurrence of an event of default, the full principal amount of the note will become due and payable and we will be required to issue to DCOFI warrants to purchase an aggregate of 250,000 shares of common stock. The note may be prepaid by us at a price equal to 100% of the outstanding principal balance, if within 60 days of the issue date and at a price equal to 106% of the outstanding principal balance if prepaid after 60 days after the issue date. The warrant is exercisable until five years from the date of issuance at a purchase price of \$0.40 per share, subject to adjustment. DCOFI may exercise the warrant on a cashless basis if, one year after the issue date,

the shares of common stock underlying the warrant are not then registered pursuant to an effective registration statement. In the event the investors exercise the warrant on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrant will be adjusted in the event we issue common stock at a price below the exercise price of the warrant. Upon an issuance of shares of common stock at a price below the exercise price, the exercise price of the warrant will be reduced to the price such shares of common stock were issued. The exercise price of the warrant will also be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of DCOFI's ownership. We received net proceeds of \$165,000, which was used for working capital.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as of the December 31, 2004 or as of the date of this prospectus.

MARKET FOR COMMON STOCK

Our common stock is quoted on the OTC Bulletin Board under the symbol “GLIF.OB.” The following table sets forth, for the calendar periods indicated, the range of the high and low last reported bid prices of our common stock from January 1, 2002 through March 31, 2005, as reported by the OTC Bulletin Board. The quotations represent inter-dealer prices without retail mark-ups, mark-downs or commissions, and may not necessarily represent actual transactions. The quotations may be rounded for presentation.

| Period | High | Low |
|---------------------|--------|--------|
| First Quarter 2003 | \$0.04 | \$0.04 |
| Second Quarter 2003 | \$0.04 | \$0.04 |
| Third Quarter 2003 | \$0.04 | \$0.04 |
| Fourth Quarter 2003 | \$0.04 | \$0.04 |
| First Quarter 2004 | \$0.04 | \$0.04 |
| Second Quarter 2004 | \$0.04 | \$0.04 |
| Third Quarter 2004 | \$0.80 | \$0.04 |
| Fourth Quarter 2004 | \$1.40 | \$0.64 |
| First Quarter 2005 | \$0.82 | \$0.40 |

On April 26, 2005, the last reported bid price of our common stock as reported on the OTC Bulletin Board was \$0.35 per share. As of April 26, 2005, we had approximately 140 shareholders of record. Certain of the shares of common stock are held in “street” name and may be held by numerous beneficial owners.

DESCRIPTION OF BUSINESS

Overview of Our Business

We are developing protein-based screening tests to screen woman for cervical cancer and pre-cancerous conditions that become cervical cancer. Our tests detect the presence of certain antibodies that appear only when cervical cancer or certain pre-cancerous conditions are present in the body. Our tests are performed by analyzing a small amount of the patient’s blood. In one version of our test, the blood sample is analyzed in a clinical setting using standard laboratory equipment and analytic software, which generally can produce completed results in about 2 hours. Our rapid test provides easy-to-read results in approximately 15 minutes and is designed to be administered by a health professional in a doctor’s office, hospital, and clinic or even at home.

Our planned cervical cancer test uses proprietary technology to detect the presence of specific antibodies associated with cervical pre-cancers and cancer. We believe that in the future we may be able to use that technology to develop rapid tests for other diseases and cancers.

As part of our expansion of our diagnostic mission, we have also acquired exclusive rights to a rapid testing product for HIV-1, HIV-2 and dengue fever as well as a proprietary colloidal gold reagent from AccuDx Corp., a California biotechnology corporation.

Cervical Cancer

Invasive cervical cancer affects over 500,000 women worldwide annually, and approximately 300,000 women die each year from this disease (National Institutes of Health Notices, Federal Press Release Library Assession Number A00295; Cleveland Clinic Journal of Medicine, 70:641). Cervical cancer is second only to breast cancer as the leading cause of cancer death among women (Cancer Journal, 9:348). In the United States, Western Europe and

other countries where there is widespread screening and a well developed testing or diagnostic infrastructure, invasive cervical cancer is less prevalent. In Latin America, China, India and many other countries, there is a much higher incidence of invasive cervical cancer because of the lack of testing and limited or diagnostic testing infrastructure.

Pap Tests, a microscopic examination of cells scraped from the cervix, have been the most prevalent cervical cancer screening method for more than 50 years. In recent years, gene- or DNA-based HPV tests have been introduced as an adjunct to the Pap Test. In the United States, more than 82% of women 25 years or older have gotten Pap Tests over the last three years (Cancer, 97:1528), equated to a total of more than 50 million Pap Tests performed each year (CDC Morbidity and Mortality Weekly Report, 49:1001). An equivalent number of Pap Tests are performed annually across the rest of the world, mainly in Canada, Western Europe and Japan. Outside the United States, approximately 1.7 billion women do not undergo regular cervical cancer testing (United States Census Bureau International Data Base statistics). In many cases, this scarcity of testing is the result of a lack of economic resources, as well as social, cultural and/or religious factors which may contribute to women not undergoing cervical cancer screening. Under these circumstances, in some nations, the mortality rate of cervical cancer is not unlike that for incidence of cervical cancer (Journal of American Medical Association, 285:3107; Annals of Oncology, 16:489). In other words, the mortality rate for those with cervical cancer may approach 100% in some places.

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Virtually all-cervical cancer is caused by humanpapilloma virus or HPV. However, of the more than 100 specific types of HPV, the scientific community believes only 7 to 15 are positively correlated with most cervical cancers. There are two types of cervical cancer. Squamous cell carcinoma, a cancer of the flat, scale-like cells that coat the cervix, is the most prevalent type. Adenocarcinoma is a more virulent cancer that stems from cervical cells with glandular or secretory properties that are increasing in incidence (Canadian Medical Association Journal, 164:1151) but often goes undetected by Pap Tests. The missing of adenocarcinomas is largely due to problems in collecting and interpreting the correct cervical cells (Cancer [Cancer Cytopathology], 99:324 and 102:280).

Traditional Testing for Cervical Cancer

Pap Tests

The most common means of screening for cervical cancer is the Pap Test, or papanicolaou smear cytology, which has been used as the primary screen for over 50 years. The Pap Test is performed by swabbing the cervical surface to collect cells that are then placed on a microscopic slide for examination. A specially-trained licensed cytotechnologist, a technician trained in the microscopic examination and identification of cellular abnormalities of the cervix, usually in a hospital or pathology laboratory, observes the cells using a microscope and other specialized equipment to determine whether abnormal cells are present. When a cytotechnologist identifies a potential abnormality, a cytopathologist, a physician specialized in assessing cervical cells, verifies the interpretation. A second generation Pap Test, known as a “Liquid Pap Test”, involves special procedures for placing cells onto a microscopic slide in a manner that is intended to allow for more clear-cut scrutiny by cytotechnologists and cytopathologists.

Women whose Pap test results are normal do not undergo further inspection, but instead characteristically return for routine Pap screening on an annual basis. However, women with abnormal Pap test results may be subjected to follow-up Pap tests, colposcopy (a visual examination of the cervix with the aid of a distinctive microscope) and biopsy to clearly identify cancerous conditions. Cancerous and precancerous lesions may then be removed with a cauterizing device or scalpel, and in some cases women may have to undergo a hysterectomy, or removal of the entire cervix. If a patient’s Pap Test cannot specifically be classified as normal or abnormal, the result is classified as “equivocal”, or Atypical Squamous Cells of Undetermined Significance (ASC-US). This occurs in approximately 2-7% of cases, or maybe even more cases (Cancer [Cervical Cytopathology], 72:3002). Patients with equivocal Pap Test results typically will undergo multiple repeat Pap Tests. Many of these patients will also undergo a colposcopy and a biopsy. However, the overwhelming majority of women with ASC-US who then experience these costly follow-up procedures to ascertain their health conditions, do not have either precancerous, high-grade cervical dysplasias or cervical cancer (Cancer [Cervical Cytopathology], 72:3002; Medscape Medical News, November 8, 2004 - <http://www.medscape.com/viewarticle/493298>).

While Pap Tests have been an important screening tool for many years and have helped reduce deaths caused by cervical cancer, they still have some significant shortcomings, including:

- limited predictive value — in the United States, each year several million colposcopies are performed on patients with abnormal Pap Test results, but only 20% of the colposcopies reveal cervical cancer or pre-cancerous lesions (Journal of the American Medical Association, 287:2382).
- false negative results — in the United States, Pap Tests fail to diagnose cervical cancer or pre-cancerous conditions that often lead to cervical cancer in approximately 30% to 60% (depending on whether a Liquid Pap Test or a regular Pap Test is used) of the cases where cervical cancer or pre-cancerous conditions are present (American Journal of Obstetrics and Gynecology, 175-1110).
- false positive results — Distinguishing between cervical cancer or pre-cancerous states and benign conditions mimicking them can be difficult via Pap Tests. (Singapore Medical Journal, 42:351).

- inability to detect adenocarcinomas — Pap Tests appear deficient for detecting the presence of the more virulent adenocarcinoma (Cancer [Cervical Cytopathology], 102:282).
- invasive procedure — Pap Tests require healthcare professionals to extract cells from the cervix by inserting a collecting device into the cervix. In some non-Western countries, women may be inhibited from undergoing this procedure for social, cultural or religious reasons.
- high costs — highly trained physicians and other specialists are required to collect, examine and interpret the Pap Test specimen, which contributes to a higher cost structure for the Pap Test. Following a positive test result, coloscopies and biopsies are required, raising the overall potential cost of screening.

Some of these deficiencies may be due primarily to visual limitations associated with the microscopic examination of chemically stained cells, the inadequate or inappropriate sampling of cells or other technical problems and to the subjective nature of cytology interpretation.

HPV Tests

In the past few years, HPV testing has been introduced as another element of the cervical cancer screening process. The HPV Test is a gene-based test that detects the presence or absence of DNA from the cancer-causing ones. The only HPV Test approved by the United States Food and Drug Administration (FDA) is the HC2 High-Risk HPV DNA Test, manufactured by Digene Corporation of Gaithersburg, Maryland. Like the Pap Test, it is performed by swabbing the cervix to extract cells. The specimen is then analyzed using expensive specialized equipment and software programs in a laboratory.

In the United States, women with ASC-US results from an initial Pap Test often undergo an HPV Test to determine if HPV is present. That test can be performed using the same sample taken for a Liquid Pap Test or a stand-alone one. HPV testing has also been introduced in conjunction with Pap Tests as an optional screening protocol for women 30 years of age and older, even in the absence of ASC-US or worse results.

While HPV Tests are helpful in detecting the presence of HPV, which is a precursor for virtually all cervical cancer, they too suffer from some significant shortcomings:

- limited predictive value — HPV tests actually detect virus presence in all forms as opposed to just the HPV DNA associated with cervical cancer and/or associated pre-cancerous lesions. In fact, the FDA-approved HC2 High-Risk HPV DNA Test yields a positive predictive value as low as 19% for ascertaining precancerous lesions or cervical cancer (*Acta Cytologica*, 49:120).
- invasive procedure — Like Pap smear cytology, the HPV test requires that the attending healthcare professional get cells by inserting a collection device into the cervix. As earlier stated, women in certain non-Western cultures may be prohibited from undergoing such a procedure for social, cultural or religious reasons
- high cost and complex — The HPV test specimen must be processed by special and dedicated, expensive laboratory equipment and interpretational computer software by highly trained technicians, thus the higher costs associated with HPV tests (*American Journal of Obstetrics and Gynecology*, 177:930). Following a positive test result, colposcopy and biopsies are required, thus further elevating diagnostic costs (*Journal of the American Medical Association*, 287:2382).

Our Planned Cervical Cancer Test

We are developing cervical cancer tests that will detect the presence or absence of specific antibodies that are produced only if cancer-causing HPV is present in the body, and consequent oncogenic, or cancer-promoting, changes have occurred. Cancer-causing HPV have unique proteins that trigger the disease. Upon disease onset, the body makes large numbers of antibodies to these unique proteins. By detecting specific antibodies to cancer-causing HPVs, we believe that our tests will be able to more reliably determine whether a patient has cervical cancer or pre-cancerous lesions than can Pap smear cytology or HPV testing.

We believe that our tests will efficiently and accurately screen for cervical cancer. When completed, we believe that our tests will differ in several important respects from the Pap Tests and HPV tests that are currently in use:

- Our tests are done with patient's blood from either a finger prick or venous puncture, a procedure universally considered as safe and minimally invasive). In contrast, the Pap and HPV tests require cervical cells harvested by inserting a collecting device into a woman's cervix.
- Our tests will be done in a laboratory by a technician using standard, readily available laboratory equipment, or by a doctor or other healthcare provider at the point-of-care as a self-contained, easy-to-use test. Virtually any trained laboratory technician can do our tests. By contrast, Pap Test specimens must be examined under a microscope by a

specially-trained cytotechnologist to assess the presence of cancerous or pre-cancerous cells. The HPV tests now available require dedicated, expensive laboratory equipment and sophisticated analytical computer software for interpreting results.

- Our tests will detect antibodies only if a woman has cervical cancer or those pre-cancerous conditions that typically lead to cervical cancer. In preliminary trials that used one version of our test to analyze blood from patients already diagnosed with cervical cancer or pre-cancerous lesions, our test was able to detect cervical cancer or pre-cancerous conditions when such conditions existed, but otherwise ruled out cervical disease when it did not exist.
- Pap tests results may be limited by inefficiencies in sampling cervical cells and the subjective nature of cytology. Pap tests frequently fail to detect cervical cancer or pre-cancerous conditions when actually present (Cancer [Cervical Cytopathology], 72:3002) and otherwise do not permit the differentiation of cancerous or pre-cancerous states from benign conditions mimicking them (American Journal of Clinical Pathology, 94:754). Woman with abnormal Pap tests must often experience a colposcopy (a visual examination of the cervix by means of a special microscope) and a biopsy. This triage is quite inefficient, as evidenced by colposcopy with biopsy not revealing cervical cancer or precursor lesions most of the time (Cancer [Cervical Cytopathology], 72:3002; Medscape Medical News, November 8, 2004 - <http://www.medscape.com/viewarticle/493298>).

- The human papillomavirus, or HPV, causes virtually all cervical cancers. There are more than 100 types of HPV, but the scientific community considers only 7 to 15 of these responsible for this disease. Gene- or DNA-based HPV tests actually detect HPV infection, but infection and cervical cancer are not the same. In fact, cervical HPV infections clear or become undetectable for 90% of afflicted women within two years and only a small proportion individuals experience a persistent HPV infection and subsequently cervical cancer (CDC, National Center for HIV, STD and TB Prevention, Division of Sexually Transmitted Diseases, STD Prevention, Genital HPV Infection, <http://www.cdc.gov/std/HPV/STDFact-HPV.htm>).

Our tests involve the analysis of a small amount of blood taken from the patient. The collection of small volumes of blood is accepted virtually everywhere as being of “minimal risk”. Importantly, it is not necessary to probe the cervix to get results. Given the previously discussed socio-religious hesitance or prohibitions as to getting cells from the cervix, our tests logically have inherently broad acceptability and/or desirability. Our tests involve a few readily done steps:

- The sample is placed into a receptacle coated with proprietary detection proteins of a specific nature. Only certain antibodies to cancer-causing HPVs can adhere to these proteins.
- The container is then rinsed, thus removing everything but antibodies that have adhered to the proteins.
- A special solution is added to the container. This solution includes “detector” antibodies that attach to those specific antibodies to cancer-causing HPVs adhered to the special detector proteins. The solution changes color with attachment of the “detector” antibodies, an indicator of a positive result (i.e., cervical cancer or a pre-cancerous condition present).

We are developing two tests. One, known as the Enzyme Linked Immunosorbent Assay Test (ELISA), is designed to be run in a laboratory. The blood specimen is sent to the laboratory, where a laboratory technician runs the test using standard, readily available laboratory equipment. No unique analytic or diagnostic software is required, while such software is essential for HPV testing. While test results typically are available in about two hours, we anticipate that the typical turnaround time from the laboratory to the doctor will be approximately one day. We believe that a doctor will be able to order this test as one of a battery of tests that is run on a patient’s blood sample after a typical office visit.

Our second generation rapid test is designed to be a point-of-care test that will be able to be administered in the hospital, physician’s office, clinic or even at home or in outdoor settings. The test kit will contain the required container and reagents, with a color change will indicate the presence of cancer-causing proteins. We anticipate results will be available in 10 to 15 minutes.

We have not yet completed the development of our cervical cancer tests. We are continuing to refine the existing proteins and processes currently used in our tests and are testing other proteins and processes, which may be included in our tests in the future.

We believe that, when completed, our tests will be a more accurate and efficient way to diagnose cervical cancer for the following reasons:

- greater accuracy — Our cervical cancer tests will detect specific antibodies present only if cancer-causing HPV is present and cancer-related cellular changes have occurred. As a result, we believe our tests will be able to more accurately diagnose cancer or pre-cancerous conditions than do Pap and HPV tests, thus making for fewer false positive or false negative results.

- ability to detect adenocarcinomas - Our antibody detection approach is well suited for finding adenocarcinomas as well as squamous cell carcinomas since cell samples are not required.
- non-invasive — Our tests require a small amount of blood, which may be quickly and safely taken via a finger prick or from a vein in the arm. We believe that in countries where women are reluctant to allow a healthcare professional to sample their cervix there will be greater willingness to allow blood sampling to ascertain cervical disease.
- reduced costs — We believe that because our tests will be run by laboratory technicians using standard, readily available equipment or by a healthcare professional using a point-of-care test, overall costs for our screening tests will be less than experienced with Pap or HPV tests. In addition, by providing more accurate results, we believe that our tests may reduce the number of repeated cervical cancer tests of any sort along with expensive colposcopies, biopsies and related medical procedures.

Initial Validation Studies

We have conducted initial studies to validate our planned cervical cancer tests.

In the United States, the Institutional Review Board (IRB) governs collection and use of patient specimens for research and testing purposes. The IRB Committee at Intermountain Health Care, the largest hospital facility in the intermountain western United States, and at St. Mark's Hospital in Salt Lake City, Utah, approved the evaluation of our technology for screening blood serum from patients, some of whom had negative Pap Tests and some of whom had previously been diagnosed with cervical cancer or intraepithelial lesions, the immediate precursor to cervical cancer. These initial non-blind studies were performed in May 2003 by Ameripath, Inc. on a total of 65 American patient samples from these IRB approved sources. Our tests detected cervical cancer or pre-cancerous conditions 94% of the time such conditions existed, and were able to rule out cervical cancer or pre-cancerous conditions 82% of the time the patient did not have these conditions.

Similar testing was done in April 2003, under a Chinese IRB equivalent, at the China Cancer Institute, China Academy of Medical Sciences on 70 samples, of which over half were from cervical cancer patients. Our tests detected cervical cancer or pre-cancerous conditions 97% of the time such conditions existed and were able to rule out cervical cancer or pre-cancerous conditions 85% of the time the patient did not have these conditions.

The initial studies conducted by Ameripath and in China used a "cut off" value or measurement standard to differentiate benign from cancerous or pre-cancerous conditions that is higher than would typically be used in a commercially available test. We currently are refining our technology in order to enable our tests to achieve similar results using a measurement standard appropriate for a commercial cervical cancer diagnostic test.

We plan to conduct validation studies on a refined version of our cervical cancer test in the next few months. Allogen Laboratories, a wholly owned subsidiary of the Cleveland Clinic Foundation, has agreed to conduct these studies for us. Although it is possible that these later studies may not support the results of the initial validation studies, preliminary indications have been positive. Allogen Laboratories will also assist us in developing a proposed protocol of clinical trials and other studies that will be used to support the submissions we intend to make to the FDA and other foreign regulatory authorities.

Regulatory Approval

In the United States, our planned cervical cancer tests will be subject to regulation by the U.S. Food and Drug Administration (FDA) under the Federal Food, Drug and Cosmetic Act. Governmental agencies in other countries also regulate medical devices. These domestic and foreign regulations govern the majority of the commercial activities we plan to perform, including the purposes for which our proposed tests can be used, the development, testing, labeling, storage and use of our proposed tests with other products and the manufacturing, advertising, promotion, sales and distribution of our proposed test for the approved purposes. Compliance with these regulations could prove expensive and time-consuming.

Products that are used to diagnose diseases in people are considered to be medical devices, which are regulated in the United States by the FDA. To obtain FDA authorization for a new medical device, a company may have to submit data relating to safety and efficiency based upon extensive testing. This testing, and the preparation and processing of necessary applications, are expensive and may take up to a few years to complete. Whether a medical device requires FDA authorization and the data that must be submitted to the FDA varies depending on the nature of the medical device.

Medical devices fall into one of three classes (Class I, II, or III), in accordance with determination by the FDA of controls needed to ensure the safety and effectiveness of the device or diagnostic test. Class I devices are devices

which are deemed to be of minimal potential for harm to the user and include items, such as elastic bandages and cholesterol and pregnancy tests. As with the majority of diagnostic products, we anticipate that our planned cervical cancer tests will be classified as Class II or Class III devices. A medical device is classified as Class II if general controls alone are insufficient to assure safety and effectiveness, but methods are available to provide assurance. Class III devices are those for which insufficient information exists in to order to assure safety and effectiveness from other controls. Categorization is predicated by an FDA assessment of the complexity and safety of doing the test as well as on intended use. With regard to intended use, a test used in conjunction with other laboratory or clinical methods to monitor for cancer may be given Class II status. The same test used alone or solely to diagnose or screen for cancer might be classified as Class III. For FDA purposes, our planned cervical cancer tests will be used in consort with other clinical methods like Pap smear cytology. Furthermore, our planned cervical cancer tests are of lesser complexity, either to be performed as an Enzyme-Linked Immunosorbent Assay (ELISA) in the laboratory, a common or routine procedure, or as a rapid immunotest, with a processing complexity requiring almost no training and/or expertise to successfully perform. Hence, anticipation of Class II status is not inappropriate.

For our planned cervical cancer tests, we are required to submit to the FDA either a premarket approval (PMA) or a premarket notification (510(k)) application for marketing and sales. Our planned cervical cancer tests may be preferentially reviewed through the 510(k) submission process, as opposed to the more expensive and lengthy PMA one, which is required for Class III devices. Class III devices cannot be distributed until they have had PMA, unless they are subject to an exemption. A 510(k) is a submission made to the FDA for showing the safety and effectiveness of a device, and that it is substantially equivalent to a legally marketed device not subject to PMA. To market Class I, II and III devices, a 510(k) application to the FDA is done at least 90 days before marketing, unless the device is exempt from 510(k) requirements. Most Class I devices are exempt from the 501(k) requirement. Our planned cervical cancer tests will not be exempt.

Applicants are required to compare their 510(k) device to devices for the same purpose already in the marketplace and then to support equivalency claims. For our planned tests, this means other diagnostic or clinical methods for looking at cervical dysplasia and cancer. Applicants must submit descriptive and performance data to establish that their device is substantially equivalent to a predicate device. In this regard, the FDA will require that clinical studies of device safety and effectiveness be satisfactorily completed for our planned cervical cancer tests. In addition, Class II devices have special labeling requirements and performance standards and are subject to postmarket surveillance.

For all medical device classes, marketing and sales are predicated on the FDA approval and registration status described above. Almost all Class I medical devices are exempt from FDA submission review. However, a Class I product must still be FDA registered, which requires demonstration that the Class I medical device being commercialized is being made according to Quality Systems Regulations (formerly called Good Manufacturing Practices), after which marketing and sales can proceed in virtually unencumbered fashion.

As stated previously, Class II and III designations are highly likely for our proposed cervical cancer tests. For devices that are categorized as Class II, after pre-market notification under the 510(k) process which will include at its core data on analytical performance relative to predicate devices, tests may then be sold. It is anticipated that considerable clinical data will be required to support intended uses and that the FDA could restrict sales to certain laboratories, hospitals and medical practices. A Class III designation requires submission to the FDA of a PMA application for designated uses of the device, which includes documentation of clinical studies demonstrating safety and effectiveness prior to marketing and sales to prescribed users. Post marketing and sales controls by the FDA for Class III devices includes Device Listing (mechanism for keeping the FDA advised of the devices being marketed and sold by a particular entity), Medical Device Reporting (mechanism for receiving significant adverse event information for a medical device from manufacturers and end users), Establishment Registration (registration with the FDA of establishments involved in the production and distribution of medical devices) and Quality System Compliance Inspection (inspectional process for assessing compliance by the manufacturer of a medical device regarding the Quality System Regulation and related regulations).

Prior to our submissions, we are requesting meetings with the FDA. Such meetings will provide we with FDA mandates as to not only the Class II or III status for our proposed cervical cancer tests but also regarding scientific or clinical evidence necessary to determine effectiveness for the intended uses, and will allow FDA personnel to familiarize themselves with our technologies. Such interactions between the FDA and us should help to speed the regulatory process and minimize delays regarding permission to market and sell our products.

In the United States, prior to approval by the FDA, under certain conditions, companies can sell investigational or research kits to laboratories under the Clinical Laboratory Improvement Amendment (CLIA) of 1988. Under CLIA, companies can sell diagnostic assays or tests to "high complexity" laboratories for validation as an "analyte specific reagent". An analyte specific reagent is the active ingredient of an "in-house" diagnostic test.

We intend to sell the ELISA version of our cervical cancer test to high complexity laboratories for validation as an analyte specific reagent or for use by such laboratories in their own homebrew (or in-house) diagnostic assays. Such

sales would not require FDA approval, but we are aware that the FDA might deny approval under CLIA for sales of our product as an analyte specific reagent.

We have not yet submitted an application for approval to the FDA or regulatory agencies in any other countries of the cervical cancer tests we are developing. It is highly likely that we will have to conduct clinical trials and other studies to generate data that the FDA and other regulatory authorities will require in support of our application. We have not yet designed or initiated any of these trials. We anticipate it will take a minimum of one to two years to complete the review and approval process.

In addition to any government requirements as to authorizing the marketing and sales of medical devices, there are other FDA requirements. The manufacturer must be registered with the FDA. The FDA will inspect what is being done on a routine basis to ascertain compliance with those regulations prescribing standards for medical device quality and consistency. Such standards refer to but are not limited to manufacturing, testing, distribution, storage, design control and service activities. The FDA also prohibits promoting a device for unauthorized uses and routinely reviews labeling accuracy. If the FDA finds failures in compliance, it can institute a range of enforcement actions, from a public warning letter to more severe sanctions like withdrawal of approval; denial of requests for future approval; fines, injunctions and civil penalties; recall or seizure of the product; operating restrictions, partial suspension or total shutdown of production; and criminal prosecution.

The FDA's medical device reporting regulation also will require the reporting of information on deaths or serious injuries associated with the use of our tests, as well as product malfunctions that are likely to cause or contribute to death or serious injury if the malfunction were to recur.

Regardless of FDA approval status in the U.S., we will need to obtain certification of our tests from regulatory authorities in other countries prior to marketing and selling in such countries. The amount of time needed to achieve foreign approval varies from country to country. Approval by the regulatory authority in one country cannot by itself guarantee acceptance by another country's regulatory body. Additionally, implementation of more stringent requirements or the adoption of new requirements or policies could adversely affect our ability to sell our proposed tests in other countries in the world. We may be required to incur significant costs to comply with these laws and regulations. If we fail to obtain regulatory approval our business could fail.

In addition to the rules and regulations of the FDA and similar foreign agencies, we may also have to comply with other federal, state, provincial and local laws, rules and regulations. Our tests could be subject to rules pertaining to the disposal of hazardous or toxic chemicals or potentially hazardous substances, infectious disease agents and other materials, and laboratory and manufacturing practices used in connection with our research and development activities. If we fail to comply with these regulations, we could be fined, may not be allowed to operate certain portions of our business, or otherwise suffer consequences that could materially harm our business.

Competition

We are not aware of other companies that are developing a protein-based screening test that detects antibodies to cervical cancer. However, when completed, we expect that our cervical cancer tests will compete with the Pap Tests, which have been widely accepted by the medical community for over 50 years. Approximately 60 million Pap Tests are performed annually in the United States, and an additional 60 million Pap Tests are performed annually in the rest of the world. Manufacturers of Pap Tests include Cyctc Corporation, TriPath Imaging, Inc. and several other companies.

Our cervical cancer test also will compete with HPV Tests, which are becoming increasingly accepted in the medical community. Manufacturers of HPV Tests include Digene Corporation, Ventana Medical Systems, Roche Diagnostics, Abbott Laboratories, and Bayer Corporation.

All of the companies who make Pap Tests and HPV Tests have far greater financial, technical, research and development, sales and marketing, administrative and other resources than we do.

For our proposed tests to become accepted in the medical community, we will need to convince those who use established tests that our proposed tests are more reliable for the screening of cervical cancer, either as stand-alone tests or in conjunction with the Pap Test and/or HPV Tests.

In addition, we will need to obtain reimbursement coverage for our proposed cervical cancer tests. In the United States, the American Medical Association assigns specific Current Procedural Terminology, or CPT, codes necessary for reimbursement. Third-party payors and managed care entities that provide health insurance coverage to approximately 225 million people in the United States currently authorize almost universal reimbursement for the Pap Test, and the Pap Test is nearly fully reimbursed in other markets where we will sell our proposed tests. The HPV Test now has full reimbursement as well for certain uses. We will attempt to obtain reimbursement for our planned cervical cancer tests to the same degree as the Pap Test, but it is possible that we will be unable to obtain third-party reimbursement for these tests.

Sales and Marketing

When we have completed the development of our cervical cancer tests and received any required regulatory approval, we plan to market and sell our ELISA test to laboratories in the United States, Canada, Western Europe, Japan and other countries with established cervical cancer screening programs for use as a screening test. Initially, we

do not plan to sell our test in these countries directly to primary healthcare providers.

In developing nations and other markets where cervical cancer screening is not widespread and where there are few laboratories or other testing facilities, we plan to market and sell our rapid test to primary healthcare providers as a stand alone point-of-care test. In some of these countries, we plan to sell our proposed test directly to the governments or to other national healthcare distributors who distribute tests to national healthcare providers.

We do not currently have a marketing or sales force or a distribution arrangement in place. We will need to expend resources to develop our own marketing and sales force or enter into third party distribution arrangements.

HIV and Dengue Fever Tests

In conjunction with the primary diagnostic cervical cancer blood test that we are developing, we have also recently acquired the exclusive worldwide rights to diagnostic devices for HIV-1, HIV-2 and dengue fever and proprietary diagnostic reagent a key ingredient commonly used by leading manufacturers of rapid tests as a detectable label. We acquired these rights from AccuDx.

As access to antiretroviral treatment is scaled up in low income countries, there is a critical opportunity to expand access to HIV prevention. Among the interventions which play a critical role both in treatment and prevention, HIV testing and counseling stands out as paramount. An estimated 40 million people are now living with HIV/AIDS of which nearly 18 million are women (UNAIDS Report: The Global Coalition on Women and AIDS, November 2004) and 2 million children (WHO, Regional Offices for South-East Asia: HIV/AIDS Facts and Figures). In 2004 alone, over 5 million new infections were reported. (UNAIDS Report, Regional HIV/AIDS Statistics and Features, end of 2004). Determination of the specific anti-HIV antibodies still forms the primary screening/diagnostic procedure for HIV infection.

The AccuDx AIDS test device consists of a blood sample pad containing HIV-antigen gold conjugate, a capillary membrane with three capture lines for HIV-1, HIV-2 and a control line, and a fluid absorption pad. When test strips are placed in the tube containing the test serum or plasma, the liquid migrates upwardly by capillary action. Colloidal gold conjugates of the HIV antigen react with anti-HIV-1 and anti-HIV-2 antibodies in the samples which then are captured on specific antigen lines as they migrate up the membrane and into the fluid absorption pad. The results are visual and easy to interpret. For example, a single pink line corresponding to the control is a negative, two lines corresponding to the control and HIV-1 is an HIV-1 positive sample. In the cases where all two lines corresponding to HIV-2 and control would be an HIV-2 infection. The test is simple to use and performance characteristics are comparable to laboratory-based assays. We believe that extensive utilization of HIV antibody point-of-care tests should help to combat the current HIV/AIDS pandemic worldwide.

Another global illness, dengue fever, which is transmitted by mosquitoes, has had a dramatic increase in incidence in recent decades. Dengue fever, dengue haemorrhagic fever (DHF) and dengue shock syndrome (DDS) occur in over 100 countries and territories and threaten the health of more than 2.5 billion people in urban, peri-urban and rural areas of the tropics and subtropics (Dengue fever WHO Fact Sheet No. 117, April 2002). The disease is endemic in Africa, the Americas, the Eastern Mediterranean, Southeast Asia and the Western Pacific. Although the major disease burden is in Southeast Asia and the Western Pacific, rising trends are also reflected in increased reporting of dengue fever and DHF cases in the Americas. In 1998, a total of 1.2 million cases of dengue and DHF were reported to WHO including 15,000 deaths (USDA, Agricultural Research Services, Center for Medical, Agricultural and Veterinary Entomology, March 2003).

Globally, the annual number of infections is much higher than is indicated by the number of reported cases. Based on statistical modeling methods there are an estimated 51 million infections each year (USDA, Agricultural Research Services, Center for Medical, Agricultural and Veterinary Entomology, March 2003).

Rapid and reliable tests for primary and secondary infections of dengue fever are essential for patient management. Primary dengue infection is associated with mild to high fever, headache, muscle pain and skin rash. Secondary infections often result in high fever and in many cases, with haemorrhagic events and circulatory failure. Secondary infections induce Immunoglobulins of type M (IgM) response after 20 days of infection and Immunoglobulins of G type (IgGs) rise within 1-2 days after the onset of symptoms. A reliable and sensitive rapid test that can simultaneously detect the presence of anti-dengue IgG and IgM is of great clinical utility.

Pursuant to the agreement with AccuDx, AccuDx will assist us in arranging to use a 'maquiladora'-modeled contract manufacturing facility in Tijuana, Mexico to manufacture the AccuDx tests, a facility that is registered with the FDA

and is ISO 9002-certified and has been used by AccuDx in the past. We will seek recertification approval in countries where the AccuDx tests had previously received certificates of resale and we will seek governmental approval in other countries including China, Brazil and India. We plan on generating revenues from the sale of AccuDx tests in the last quarter of 2005, provided that we receive such recertifications in a timely manner.

Intellectual Property

We rely on patents, licenses from third parties, trade secrets, trademarks, copyright registrations and non-disclosure agreements to establish and protect our proprietary rights in our technologies and products.

We entered into an exclusive license with Dr. Yao Xiong Hu on July 20, 2004 for certain processes that we currently include in our cervical cancer tests. Some of the technology owned by Dr. Hu is covered by a United States patent that has been issued, and some of the technology is covered by a United States patent application that has been filed and is pending. The agreement with Dr. Hu also covers technology included in foreign applications presently pending as PCT applications in China and India. We entered into the license agreement with Dr. Hu on July 20, 2004. The initial term of this license is 17 years, and it automatically renews for successive one-year periods unless voluntarily terminated by us or by Dr. Hu in the event of our insolvency. Under the license agreement, we are required to pay Dr. Hu a minimum licensing fee of \$48,000 per year, which is paid on a monthly basis of \$4,000 per month. If the annual royalty exceeds, \$48,000, we will also be required to pay to Dr. Hu royalties on a quarterly basis ranging from 1% to 3% depending on the net sales of our product. We have the option to purchase the licensed technology for \$250,000 within two years from the date of the agreement. As of the date of this prospectus we have made \$32,000 in license fee payments to Dr. Hu.

We plan to file patent applications for any additional technology that we create in the future.

We anticipate that we may need to license additional technology for use in our planned cervical cancer tests from other third parties. We may be unable to obtain these licenses on acceptable terms or at all.

Our technology is also dependent upon unpatented trade secrets. However, trade secrets are difficult to protect. In an effort to protect our trade secrets, we have a policy of requiring our employees, consultants and advisors to execute non-disclosure agreements. These agreements provide that confidential information developed or made known to an individual during the course of their relationship with us must be kept confidential, and may not be used, except in specified circumstances. In addition, our employees are parties to agreements that require them to assign to us all inventions and other technology that they create while employed by us.

On March 7, 2005, we entered into an Exclusive License Agreement with AccuDx Corporation for a period of ten years, pursuant to which AccuDx granted us the exclusive right to its rapid tests for HIV-1, HIV-2 and dengue fever and its colloidal gold reagent. Pursuant to the license agreement AccuDx will assist us in arranging to use an FDA/GMP-compliant contract manufacturing maquiladora facility in Tijuana, Mexico to manufacture AccuDx's tests that AccuDx has used in the past. In consideration for the license, we agreed to pay AccuDx \$15,000 in cash and deliver a promissory note in the principal amount of \$35,000 payable in equal quarterly installments for a two-year period and bearing 6% interest on the unpaid principal. We also agreed to pay AccuDx a 3% royalty on net sales of the products under the license.

Research and Development

Our research and development program is focused on completing development of our cervical cancer tests. We continue to refine existing technology and develop further improvements to our tests.

We believe that in the future we may be able to apply our technology to develop rapid tests for other diseases and certain other cancers. We plan to pursue development of these other tests.

For the fiscal years ended December 31, 2003 and 2004 and for the period from July 9, 1998 (the date of inception) through December 31, 2004, we spent approximately \$430,540 \$51,108 and \$841,930, respectively, on research and development.

Manufacturing

We plan to outsource the manufacturing and assembly of our planned cervical cancer tests to third parties. We do not currently have arrangements in place with any such third parties.

Suppliers

We develop the processes including proteins and other technology that we use in our proposed tests, and license certain other technology from third parties. We believe that the reagents and other supplies we will use to manufacture our test may be readily obtained from multiple suppliers.

Employees

As of April 26, 2005, we had seven employees and retained four consultants on a part-time basis. Our employees consist of our three executive officers, a Medical Director, one laboratory development manager, one controller and one administrative assistant.

Principal Executive Offices

Our principal executive offices are located at 64 East Winchester, Suite 205, Murray, Utah 84107.

History of Grant Life Sciences

We were incorporated in Idaho in 1983 as Grant Silver, Inc., for the purposes of acquiring and developing mineral resources. We engaged in preliminary mining work on certain mining claims that were eventually abandoned in 1984. Thereafter, we conducted no business until 1995. In October, 1997, we acquired BrewServ Corporation, an Ohio Corporation (“BrewServ Ohio”). In anticipation of the acquisition of BrewServ Ohio, in 1997, we changed our name to BrewServ Corporation. BrewServ Ohio and its subsidiaries produced and distributed alcohol-based cider products, operated coffee retail stores, and developed theme restaurants. In 1999, the Brewserv Ohio acquisition was rescinded, and in January 2000, we changed our name to Grant Ventures, Inc.

From 1999 to July 2004, we conducted no business. In 2000, we reincorporated in Nevada through a merger with North Ridge Corporation. On July 30, 2004, we acquired Impact Diagnostics, through a merger of our wholly owned subsidiary into Impact Diagnostics. Impact Diagnostics was incorporated in Utah in 1998. Impact Diagnostics develops products to improve the efficiency of diagnosing cervical cancer, including a sensitive, reliable, non-invasive, point-of-care test which is expected to cost less than other tests currently used.

Impact Diagnostics was formed in 1999 to license and develop certain technologies as owned by Dr. Yao Xiong Hu. Initial funding provided by the founders, and supplemented by two additional rounds of private funding, was used to fund the collection of patient samples and validation study costs of the technology. Once the technology was verified, Dr. Mark Rosenfeld drafted and applied for patents. In early 2004, Impact Diagnostics received its first patent.

Pursuant to the merger, each issued and outstanding share of common stock of Impact Diagnostics was converted into the right to receive one share of our common stock. In addition, each option to purchase one (1) share of common stock of Impact Diagnostics was converted into the right to receive an option to purchase one (1) share of our common stock. Upon completion of the merger, nominees of Impact Diagnostic were appointed to our board of directors and, our then current directors resigned.

Available Information

Our electronic filings with the United States Securities and Exchange Commission (including our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to these reports) are available free of charge on the Securities and Exchange Commission's website at <http://www.sec.gov>.

DESCRIPTION OF PROPERTY

We lease our principal executive offices in Murray, Utah, office space in Raleigh, N.C. and our clinical laboratory in Sandy, Utah. The material terms of our property leases are set forth in the table below. Part of our Raleigh office is subleased for \$800 per month for the period beginning March 1, 2005 through the term of our lease.

| Location | Use | Square Feet | Rent Payments | Term | Leased From |
|--|-----------------------------|---------------------------------|-------------------|--------------------------------------|-------------------------------|
| 5511 Capital Center Drive Suite 224 Raleigh, NC 27606 | Principal Executive Offices | Approximately 1,438 square feet | \$1,600 per month | October 1, 2004 — September 30, 2004 | HD Capital Center, LLC |
| 64 East Winchester Suite 205 Murray, Utah 84107 | Executive Offices | Approximately 1330 square feet | \$1,663 per month | September 1, 2004 — August 31, 2005 | Plaza 6400, LLC |
| 10011 Centennial Parkway Suite 300 Sandy, Utah 84070 | Clinical Laboratory | Approximately 800 square feet | \$600 per month | April 1, 2004 — March 31, 2005 | Rocky Mountain Pathology, LLC |

LEGAL PROCEEDINGS

We are not currently a party to any litigation.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

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Set forth below is certain information regarding our directors and executive officers. Our Board of Directors is comprised of six directors. There are no family relationships between any of our directors or executive officers. Each of our directors is elected to serve until our next annual meeting of our stockholders and until his successor is elected and qualified or until such director's earlier death, removal or termination.

| Name | Age | Position |
|----------------|-----|---|
| Stan Yakatan | 62 | President, Chief Executive Officer and Chairman of the Board of Directors |
| Michael Ahlin | 56 | Vice President and Director |
| Don Rutherford | 65 | Chief Financial Officer |
| Jack Levine | 54 | Director |
| Eric Wilkinson | 46 | Director |
| Kevin Crow | 43 | Director |
| Carmen Medina | 48 | Director |

Stan Yakatan. Mr. Yakatan has been the Chief Executive Officer and the Chairman of the Board of Directors since July 2004. From May 2004 to the present, Mr. Yakatan has been the Chief Executive Officer and the Chairman of the Board of Directors of Impact Diagnostics and a consultant to Impact Diagnostics. From September 1984 to the present, Mr. Yakatan has been the Chairman, President and Chief Executive Officer of Katan Associates, a life sciences advisory business. Mr. Yakatan is also a director of Lifepoint, Inc., a manufacturer of drug and alcohol testing systems, and is a strategic advisor to the state government of Victoria, Australia. Between 1968 and 1989, Mr. Yakatan held various senior executive positions with New England Nuclear Corporation (a division of E.I. DuPont), ICN Pharmaceuticals, Inc., New Brunswick Scientific Co., Inc. and Biosearch.

Michael Ahlin. Mr. Ahlin has been a Vice President and a director since July 2004. From May 2004 to the present, Mr. Ahlin has been the Vice President and a member of the Board of Directors of Impact Diagnostics. From July 1998 to May 2004, Mr. Ahlin was the Chairman of the Board, President and Chief Executive Officer of Impact Diagnostics. Mr. Ahlin has been President of WetCor, Inc., a land development company, since 1983.

Don Rutherford. Mr. Rutherford, becomes the Chief Financial Officer on April 1, 2005. He is a limited partner with Tatum CFO Partners, LLP in Orange County, California, which he joined in January 2000. Tatum CFO Partners provides supplemental, interim, project, or employed executives for clients that range from emerging growth to large multinational public companies. Pursuant to such employment, Mr. Rutherford has been contracted out as an executive officer for various corporations. Since January 2004, he has been a board member and chairman of the audit committee of Performance Capital Management LLC, a public financial services company. Mr. Rutherford started his career with Coopers and Lybrand in its Toronto audit practice and is a Chartered Accountant. He holds a BAsC in Industrial Engineering from the University of Toronto.

Jack Levine. Mr. Levine has been a director since July 2004. Since 1984, Mr. Levine has been the President of Jack Levine, PA, a certified public accounting firm. Since 1999, Mr. Levine has served as a director and the chairman of the audit committee of SFBC International Inc., a clinical research organization. Mr. Levine is also a director, Chairman of the Audit and Asset Liability Committees and a member of the Executive Committee of Beach Bank, a director and Chairman of the Audit Committee of The Prairie Fund, a mutual fund, and a director of RealCast Corporation, an internet streaming company. Mr. Levine is a certified public accountant licensed by the State of Florida.

Eric Wilkinson. Mr. Wilkinson has been a director since July 2004. Since June 2003, Mr. Wilkinson has been the Vice President of Life Sciences for XL TechGroup, a biotechnology company. From September 2001 to May 2003, Mr. Wilkinson worked as a consultant for Tyrgen Technologies, a biotechnology consulting firm. From December 1999 to August 2001, Mr. Wilkinson was the President of Genetic Vectors, Inc., a biotechnology company. Mr. Wilkinson served as a consultant for the Cleveland Clinic Medical Foundation from November 1998 to November 1999.

Kevin Crow. Mr. Crow has been a director since July 2004. Since April 2004, Mr. Crow has been the Chief Executive Officer of Diversified Corporation Solutions, LLC, a business advisory company. From September 2000 to December 2003, Mr. Crow was the Chief Operating Officer of the Women's United Soccer Association, a professional athletic league. Mr. Crow was President of ZipDirect, LLC, a full service printing, mailing and shipping company, from February 1994 to September 2000. Mr. Crow is also a director of Knobias, Inc. Mr. Crow is the brother of Michael Crow, who serves as the Chairman and Chief Executive Officer of Duncan Capital Group LLC, which is our financial advisor.

Carmen Medina. Ms. Medina was appointed to the board of directors on February 21, 2005. Ms. Medina, is Founder and President of Precision Consultants, Inc., headquartered in Coronado, CA. Prior to founding Precision Consultants in January 1992, Ms. Medina served as Director of Regulatory Affairs & Product Development for Ivax Corporation. From 1986 to 1992, she served as an FDA Field Investigator and Commissioned Officer in the United States Public Health Service. Ms. Medina earned a master's degree in public health at Columbia University's School of Public Health in 1987, and a BS at City College of NY in 1978. She has published numerous journal articles and is a frequent presenter at national and international conferences.

Executive Compensation

The following table sets forth information concerning the total compensation that we have paid or that has accrued on behalf of our Chief Executive Officer and other executive officers with annual compensation exceeding \$100,000 during fiscal 2004, 2003 and 2002

| Name and Principal Position | Year | Annual Compensation | | | Long-Term Compensation Awards | | Payouts LTIP Payouts (\$) | All Other Compensation (\$) |
|--|------|---------------------|------------|--------------------------------|-------------------------------|--|---------------------------|-----------------------------|
| | | Salary (\$) | Bonus (\$) | Other Annual Compensation (\$) | Restricted Stock Awards (\$) | Securities Underlying Options/SARs (#) | | |
| Stan Yakatan Chief Executive Officer (1) | 2004 | 60,000 | — | — | — | 2,868,254 | — | — |
| | 2003 | 0 | | | | — | | |
| | 2002 | 0 | | | | | | |
| John C. Wilson Former Chief Financial Officer (2) | 2004 | 36,000 | — | — | — | 750,000 | — | — |
| | 2003 | 0 | | | | — | | |
| | 2002 | 0 | | | | | | |
| Dr. Mark Rosenfeld Former Vice President (3) | 2004 | 111,429 | 18,106 | — | — | — | — | — |
| | 2003 | 58,050 | 0 | | | | | |
| | 2002 | 92,000 | 0 | | | | | |
| Michael Ahlin Vice President and Director (4) | 2004 | 144,000 | — | — | — | — | — | — |
| | 2003 | 58,050 | | | | | | |
| | 2002 | 0 | | | | | | |
| Pete Wells former President and Director (5) | 2004 | — | — | — | — | — | — | — |
| | 2003 | | | | | | | |
| | 2002 | | | | | | | |

(1) Between May and June 2004, Impact Diagnostics paid Mr. Yakatan \$5,500 per month for consulting services to Impact Diagnostics in connection with the Merger. Beginning in July 2004, Mr. Yakatan receives \$10,000 per month for acting as our Chief Executive Officer. As of the end of 2004, \$15,000 of his gross salary had not been paid to Mr. Yakatan. Mr. Yakatan does not have an employment contract with the company. As an incentive to join the company, Mr. Yakatan was granted 2,868,254 stock options, with an exercise price of \$0.18, under the Company's Stock Incentive Plan. These options vest as follows: 573,650 on July 6, 2004; 1,147,302 on July 6, 2005 and 1,147,302 on July 6, 2006.

- (2) Mr. Wilson became the Chief Financial Officer on July 1, 2004 and is retiring from his position on March 31, 2005. Mr. Wilson receives \$6,000 per month for acting as our Chief Financial Officer. Prior to July 1, 2004, his company, Wentworth Advisors LLC had received consulting fees in the form of stock for services provided to Impact Diagnostic, Inc. As an incentive to join the company, Mr. Wilson was granted 750,000 stock options with an exercise price of \$0.18, half of which vested July 6, 2005 and half on July 6, 2006, under the Company's stock incentive plan. Mr. Wilson does not have an employment agreement with the company. Mr. Wilson is retiring as CFO effective March 31, 2005. The Board has fully vested his 750,000 options effective on his retirement date.
- (3) Dr. Mark Rosenfeld resigned on Oct 11, 2004. He had an employment contract with the company which set his monthly salary for 2004 at \$12,000 per month. After his resignation, he continued to work as a consultant to the company through December 31, 2004. He was paid \$5,000 per month for his consulting work.
- (4) Mr. Ahlin had an employment contract with the company which sets his monthly salary at \$12,000. The employment contract can be terminated by the Company at any time.
 - (5) Mr. Wells was President of the inactive public company prior to the merger.

Michael Ahlin and Mark Rosenfeld each have an employment agreement with Impact Diagnostics. Pursuant to those employment agreements, Impact Diagnostics pays to each of Mr. Ahlin and Dr. Rosenfeld an annual salary of \$144,000 and the Board of Directors of Impact Diagnostics has the discretion to grant an annual bonus to each of them. Mr. Ahlin and Dr. Rosenfeld are each entitled to participate in all employee benefit plans or programs that are available to management employees of Impact Diagnostics and all other benefit plans or programs as may be specified by the Board of Directors of Impact Diagnostics. Each of the employment agreements provide that either we or Mr. Ahlin or Dr. Rosenfeld may terminate the respective agreement at any time.

Compensation of Non-Employee Directors

We pay our directors who are not employees of Grant Life Sciences a director's fee of \$4,000 per year. Each non-employee director also is paid \$300 per hour for attending any meeting of the Board of Director and each Board committee meeting, up to a maximum of \$1,200 per meeting. We have granted each non-employee director options to purchase 100,000 shares of our common stock at market price on the date they join the board. Half of these options will be exercisable one year from the date of grant and half will be exercisable two years from the date of the grant.

Non-employee directors will receive additional options to purchase 50,000 shares of our common stock at the start of each year that they serve as directors. These options will have an exercise price equal to the market value at the time they are granted. One third of the options will first become exercisable on the first, second and third anniversary of the date of their grant. Jack Levine, Kevin Crow, Eric Wilkinson and Carmen Medina are non-employee directors.

In addition to the fees and options which they receive for serving as non-employee directors, the chairman of our Audit Committee and Compensation Committee each receives an annual fee of \$2,500 and \$1,500, respectively for each year that he or she serves as chair of their respective committees. The chairman of each of these committees will also receive options to purchase an additional 25,000 shares of our common stock for each year that he or she serves as chairman of the committee. The options will be exercisable at the market price at the time they are granted. One third of these options will first become exercisable on the first, second, and third anniversary of the date of the grant. Jack Levine is the chairman of the Audit Committee and Kevin Crow is the chairman of the Compensation Committee.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 78.7502 of the Nevada Revised Statutes allows a corporation to indemnify any officer, director, employee or agent who is a party or is threatened to be made a party to a litigation by reason of the fact that he or she is or was an officer, director, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such director or officer if:

- there was no breach by the officer, director, employee or agent of his or her fiduciary duties to the corporation involving intentional misconduct, fraud or knowing violation of law; or
- the officer, director, employee or agent acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Our Amended and Restated Articles of Incorporation provide for the indemnification of our officers and directors to the maximum extent permitted by Nevada law, and also provide that:

- the indemnification right is a contract right that may be enforced in any manner by our officers and directors,
- the expenses of our officers and directors incurred in any proceeding for which they are to be indemnified are to be paid to them as they are incurred, with such payments to be returned to us if it is determined that an officer or director is not entitled to be indemnified,
- the indemnification right is not be exclusive of any other rights that our officers and directors have or may acquire and includes any other rights of indemnification under any bylaw, agreement, vote of stockholders or

provision of law,

- our Board of Directors may adopt bylaws to provide for the fullest indemnification permitted by Nevada law,
- our Board of Directors may cause us to purchase and maintain insurance for our officers and directors against any liability asserted against them while acting in their capacity as our officers or directors, and
- these indemnification rights shall continue to apply after any officer or director has ceased being an officer or director and shall apply to their respective heirs, executors and administrators.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Grant Life Sciences pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

These provisions of our Amended and Restated Articles of Incorporation become effective Nov 12, 2004.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table lists stock ownership of our common stock as of April 26, 2005. The information includes beneficial ownership by (i) holders of more than 5% of our common stock, (ii) each of our current directors and executive officers and (iii) all of our directors and executive officers as a group. The information is determined in accordance with Rule 13d-3 promulgated under the Exchange Act based upon information furnished by the persons listed or contained in filings made by them with the Commission. Except as noted below, to our knowledge, each person named in the table has sole voting and investment power with respect to all shares of our common stock beneficially owned by them.

| Name and Address of Beneficial Owner | Director/Officer | Amount and Nature of Beneficial Ownership (1) | Percentage of Class (1) |
|---|---|---|-------------------------|
| Dr. Mark Rosenfeld 1075 Skyler Drive Draper, UT 84020 | — | 6,077,050 | 10.5% |
| Blaine Taylor 634 Hidden Circle North Salt Lake City, UT 84054 | — | 3,600,718 (2) | 6.2% |
| Mitchell T. Godfrey P.O. Box 10206 Bozeman, MT 59719 | — | 3,730,607 | 6.5% |
| Begona LLC 2325-A Renaissance Drive Las Vegas, NV 89119 | — | 3,256,905 | 5.7% |
| Bridges & Pipes LLC 830 Third Avenue New York, NY 10022 | — | 3,103,625 (3) | 5.4% |
| Stan Yakatan 155 Lyndon — First Court Hermosa Beach, CA 90254 | President, Chief Executive Officer and Chairman of the Board of Directors | 573,650 (4) | 1.0% |
| Michael Ahlin 3125 Creek Road Park City, UT 84098 | Vice President and Director | 6,640,900 (5) | 11.5% |
| Don Rutherford C/o Grant Life Sciences, Inc. 64 East Winchester Murray, UT 84107 | Chief Financial Officer | 291,666 (6) | * |
| Jack Levine 16855 N.E. 2 nd Avenue, Suite 303 N. Miami Beach, FL 33162 | Director | 585,555(7) | 1.0% |
| Eric Wilkinson 1845 Charlesmonte Drive Indialantic, FL 32903 | Director | 0(8) | * |
| Kevin Crow 5120 Park Brooke Walk Way Alpharetta, GA 30022 | Director | 985,080(9) | 1.7% |

| | | | |
|---|----------|-------------------|-------|
| Carmen Medina 46 The Point Coronado, CA 92118 | Director | 0 (10) | * |
| Richard Smithline 830 Third Avenue New York, NY 10022 | — | 3,727,152(11) | 6.4% |
| David Fuchs 830 Third Avenue New York, NY 10022 | — | 3,248,305(12) | 5.6% |
| DCOFI Master LDC 803 Third Avenue New York, NY 10022 | | 3,258,400 (13) | 5.6% |
| All directors and officers as a group (6) | | 9,079,851 (14) | 15.5% |

* Less than one percent

(1) Applicable percentage ownership is based on 57,639,113 shares of common stock outstanding as of April 26, 2005, together with securities exercisable or convertible into shares of common stock within 60 days of April 26, 2005 for each stockholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of April 26, 2005 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(2) Includes 1,253,000 shares of our common stock held by Six Way, Inc. Mr. Taylor is the President, a director and principal shareholder of Six Way, Inc.

(3) Includes 2,999,131 shares of our common stock and warrants to purchase 104,495 shares of our common stock exercisable within 60 days.

(4) Represents options to purchase 573,651 shares of our common stock exercisable within 60 days. Does not include options to purchase 2,294,603 shares of our common stock held by Mr. Yakatan that are not exercisable within 60 days.

(5) Includes 1,253,000 shares of our common stock held by Princess Investments. Mr. Ahlin has voting power over securities held by Princess Investments.

(6) Does not include options to purchase 458,334 shares of our common stock that are not exercisable within 60 days.

(7) Includes warrants to purchase 98,092 shares of our common stock beneficially owned by Mr. Levine that are exercisable within 60 days. Does not include options to purchase 175,000 shares of our common stock that are not exercisable within 60 days.

(8) Does not include options to purchase 150,000 shares of our common stock that are not exercisable within 60 days.

(9) Includes shares of 4 trusts, each with 246,270 shares, of which Mr. Crow is the trustee. Does not include options to purchase 175,000 shares of our common stock that are not exercisable within 60 days.

(10) Does not include options to purchase 100,000 shares of our common stock that are not exercisable within 60 days.

(11) Includes 3,008,400 shares and warrants to purchase 250,000 shares of common stock held by DCOFI Master LDC, 420,525 shares held by Mr. Smithline and 48,227 warrants held by Mr. Smithline. Mr. Smithline is a director of DCOFI.

(12) Includes the 2,999,131 shares and warrants to purchase 104,495 shares of our common stock held by Bridges and Pipes LLC, warrants to purchase 130,900 shares held by Duncan Capital LLC and warrants to purchase 13,779 shares held by Mr. Fuchs. Mr. Fuchs is a manager of Bridges and Pipes, LLC and president of Duncan Capital LLC.

(13) Includes 3,008,400 shares and warrants to purchase 250,000 shares of common stock held by DCOFI Master LDC. Richard Smithline has voting power over the securities held by DCOFI.

(14) Includes options to purchase 865,316 shares of our common stock and warrants to purchase a total of 98,092 shares of our common stock exercisable within 60 days. Does not include options to purchase a total of 3,352,937 shares of our common stock not exercisable within 60 days.

Securities Authorized for Issuance Under Equity Compensation Plans

As of the end of fiscal year 2003, we had no compensation plans under which our equity securities were authorized for issuance. On August 2, 2004, our Board of Directors adopted our 2004 Stock Incentive Plan, subject to stockholder approval. The Plan provides for the issuance of qualified and non-qualified incentive stock options and direct restricted stock grants to officers, employees, consultants and others providing services to us. Our directors will be eligible to be issued options to purchase shares of our common stock, or to receive awards of restricted stock, under the Plan. Up to 25,000,000 shares of our common stock may be issued in connection with awards granted under the Plan.

On September 30, 2004, a total of 17 stockholders owning 25,696,014 shares of our common stock, acting by written consent, approved the Plan. On September 30, 2004, we filed a preliminary information statement with the Securities and Exchange Commission that includes a description of the Plan and its approval by the stockholders. The Plan became effective on November 12, 2004.

Currently, Stan Yakatan holds options to purchase 2,868,254 shares of our common stock, former CFO John C. Wilson held options to purchase 750,000 shares of our common stock, Don Rutherford held options to purchase 750,000 shares of our common stock, Jack Levine held options to purchase 175,000 shares of our common stock, Eric Wilkinson held options to purchase 150,000 shares of our common stock, Kevin Crow held options to purchase 175,000 shares of our common stock and Carmen Medina held options to purchase 100,000 shares of our common stock. An additional 175,000 options to purchase shares of our common stock are held by our consultants and 950,000 options are held by non-executive employees.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Except as set forth below, there have been no material transactions during the past two years between us and any officer, director or any stockholder owning greater than 5% of our outstanding shares, or any of their immediate family members.

In August 2004, we paid \$100,000 and issued warrants to purchase 2,670,000 shares, at an exercise price of \$0.01 per share, of our common stock to Duncan Capital Group LLC as compensation for acting as our financial advisor in connection with the Merger. In August 2004, we paid \$77,000 and issued warrants to purchase 411,104 shares of our common stock to Duncan Capital LLC as compensation for acting as our placement agent in connection with the sale of our units in a private financing. The warrants have an exercise price of \$0.1835 per share. Both Duncan Capital LLC and Duncan Capital Group LLC are affiliates of Bridges & Pipes LLC, which is one of our stockholders. Michael Crow, the brother of Kevin Crow, one of our directors, is Chairman and Chief Executive Officer of Duncan Capital Group LLC, which is our financial advisor, and a manager of Bridges & Pipes LLC. In November 2004, 2,403,000 warrants were exercised by Duncan Capital Group. In March 2005, we issued warrants to purchase 250,000 shares at an exercise price of \$0.40 to DCOFI in connection with bridge financing.

In 2002 and 2003, Impact Diagnostics made interest free advances in the amount of \$6,000 and \$3,000, respectively, to Michael Ahlin, a director and Vice President of Grant Life Sciences, and \$14,533 and \$6,500, respectively, to Dr. Mark Rosenfeld, a former director and Vice President. At the time of the advances, Mr. Ahlin was Chairman of the Board, President and Chief Executive Officer of Impact Diagnostics, and Dr. Rosenfeld was Secretary and Chief Technical Officer of Impact Diagnostics. These advances were repaid in full on June 30, 2004 by Mr. Ahlin and Dr. Rosenfeld.

In 2002 and 2003, Impact Diagnostics made interest free advances in the amount of \$22,631 and \$6,229, respectively, to Seroctin Research & Technology. Michael Ahlin, a director and Vice President, owns 20%, and Dr. Mark Rosenfeld, a former director and former Vice President, owns 18.4% of Seroctin Research & Technology. Seroctin

advanced funds interest free to Impact Diagnostics during 2004, such that the receivable became a small payable. In December 2004, Impact made a payment of \$1,220 to Seroctin, so that at year-end 2004 neither company owed the other. From time to time since 1999, Seroctin Research & Technology has leased office facilities from Impact Diagnostics, pursuant to a verbal agreement. Seroctin Research & Technology has made payments to Impact Diagnostics of between \$1,500 and \$2,764 each month (approximately \$55,000 in the aggregate since 1999) it has leased such facilities. In September 2004, Impact Diagnostics moved into its own office space.

In 2002, Impact Diagnostics paid management and consulting fees of \$114,560 to WetCor, Inc. In 2002 and 2003, Impact Diagnostics advanced \$11,922 and \$7,820, respectively, to WetCor, Inc. Michael Ahlin, a director and Vice President, is the President of WetCor, Inc. The \$7,820 of advances receivable on the balance sheet as of December 31, 2003 was written off by Impact Diagnostics in January 2004. After June 2004, there were no further transactions between the two companies and neither company owed the other.

In 2002 and 2003, Impact Diagnostics received advances of \$10,000 and \$20,000 from Blaine Taylor, pursuant to a non-interest bearing demand note. Mr. Taylor beneficially currently owns 6.4% of our outstanding capital stock. As of December 31, 2003, the amount outstanding under the note was approximately \$16,500. Effective July 30, 2004, this note was converted to 89,918 shares of our common stock.

In 2001, Mitchell Godfrey loaned Impact Diagnostics \$50,000, pursuant to a 5% unsecured promissory note. Mr. Godfrey beneficially owns 6.9% of our outstanding capital stock. As of December 31, 2003 and 2002, the amount outstanding under the note was \$29,279. Effective July 30, 2004, this note, excluding accrued interest which was forgiven by Mr. Godfrey, was converted into 159,557 shares of our common stock.

Messrs. Seth Yakatan and Clifford Mintz have been contracted as consultants to us in the business development area since November 1, 2004 and August 1, 2004, respectively. They are paid each \$5,000 each month for their services. Mr. Yakatan is the son of Stan Yakatan, our President, CEO and Board Chairman. Mr. Mintz is an affiliate of Katan Associates, of which Stan Yakatan is the Chairman.

With the exception of the advances to officers, on which no interest was due, we believe that these transactions were on terms as favorable as could have been obtained from unaffiliated third parties. All future transactions we enter into with our directors, executive officers and other affiliated persons will be on terms no less favorable to us than can be obtained from an unaffiliated party and will be approved by a majority of the independent, disinterested members of our board of directors, and who had access, at our expense, to our or independent legal counsel.

SELLING STOCKHOLDERS

The following table details the name of each selling stockholder, the number of shares owned by that selling stockholder, and the number of shares that may be offered by each selling stockholder for resale under this prospectus. The selling stockholders may sell up to 26,163,763 shares of our common stock from time to time in one or more offerings under this prospectus, of which 22,766,393 are shares of common stock currently held by the selling stockholders and 3,397,370 are shares of common stock issuable upon exercise of warrants or the conversion of notes held by the selling stockholders. Because each selling stockholder may offer all, some or none of the shares it holds, and because, based upon information provided to us, there are currently no agreements, arrangements, or understandings with respect to the sale of any of the shares, no definitive estimate as to the number of shares that will be held by each selling stockholder after the offering can be provided. The following table has been prepared on the assumption that all shares offered under this prospectus will be sold to parties unaffiliated with the selling stockholders. Except as indicated below, no selling stockholder nor any of their affiliates have held a position or office, or had any other material relationship, with us.

| Name of Selling Stockholder | Number of Shares Owned Before Offering | Number of Shares Offered for Sale | Number of Shares Owned After Completion of Offering | Percentage of Common Stock Owned After Completion of Offering |
|--|--|-----------------------------------|---|---|
| Michael Ahlin (1) | 6,640,900 | 1,000,000 | 5,640,900 | 9.1% |
| AJW Offshore, Ltd. (2) | 241,960 | 241,960 | 0 | 0 |
| AJW Partners (3) | 104,631 | 104,631 | 0 | 0 |
| AJW Qualified Partners, LLC (4) | 287,738 | 287,738 | 0 | 0 |
| Alan Gelband Co. Defined Contribution Pension Plan & Trust (5) | 130,789 | 130,789 | 0 | 0 |
| Armadillo Partners (6) | 653,950 | 653,950 | 0 | 0 |
| Thomas J. Axon (7) | 788,200 | 788,200 | 0 | 0 |

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| | | | | |
|---|-----------|-----------|---|---|
| Bridges & Pipes LLC (8) | 3,096,974 | 3,096,974 | 0 | 0 |
| Shekhar K. Basu and Sita Basu (9) | 653,950 | 653,950 | 0 | 0 |
| BIP Partners (10) | 117,710 | 117,710 | 0 | 0 |
| Daniel C. Bolick (11) | 653,950 | 653,950 | 0 | 0 |
| Dr. David R. Bolick (12) | 1,160,489 | 1,160,489 | 0 | 0 |
| Julia Bolick (13) | 32,696 | 32,696 | 0 | 0 |
| Larry and Glenda Bolick Family Trust (14) | 130,789 | 130,789 | 0 | 0 |
| Marie Bono (15) | 65,394 | 65,394 | 0 | 0 |
| Mike Cassidy (16) | 130,789 | 130,789 | 0 | 0 |
| Peter L. Coker and Susan H. Coker (17) | 130,789 | 130,789 | 0 | 0 |
| DCOFI Master LDC (18) | 3,007,200 | 3,007,200 | 0 | 0 |
| James H. Donell, as receiver of Citadel Capital Management, Inc. (19) | 507,166 | 507,166 | 0 | 0 |
| Thomas Doyle (20) | 65,394 | 65,394 | 0 | 0 |

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| | | | | |
|---|-----------|-----------|-----------|------|
| Richard Smithline (21) | 468,752 | 468,752 | 0 | 0 |
| Robert MacGregor (22) | 13,779 | 13,779 | 0 | 0 |
| David Skriloff (23) | 297,619 | 297,619 | 0 | 0 |
| Rockwood Group LLC (24) | 68,895 | 68,895 | 0 | 0 |
| David Fuchs (25) | 13,779 | 13,779 | 0 | 0 |
| M. W. Crow Family Trust (26) | 531,125 | 531,125 | 0 | 0 |
| Trevor Crow (27) | 216,270 | 216,270 | 0 | 0 |
| Michelle Crow Trust (28) | 246,270 | 246,270 | 0 | 0 |
| Spencer Crow Trust (28) | 246,270 | 246,270 | 0 | 0 |
| Olivia Crow Trust (28) | 246,270 | 246,270 | 0 | 0 |
| Duncan Crow Trust (28) | 246,270 | 246,270 | 0 | 0 |
| Blair Eddins (29) | 29,427 | 29,427 | 0 | 0 |
| John A. Fahlberg (30) | 130,789 | 130,789 | 0 | 0 |
| Bruce A. Falbaum (31) | 65,394 | 65,394 | 0 | 0 |
| Anthony Falcone (32) | 130,789 | 130,789 | 0 | 0 |
| Richard Gillings (33) | 326,974 | 326,974 | 0 | 0 |
| Mitchell Godfrey (34) | 3,370,607 | 159,557 | 3,211,050 | 5.2% |
| Francesco Gozzo (35) | 326,974 | 326,974 | 0 | 0 |
| Harold Gubnitsky (36) | 163,486 | 163,486 | 0 | 0 |
| Steven T. Hague (37) | 78,819 | 78,819 | 0 | 0 |
| Roberta B. Hardy (38) | 65,394 | 65,394 | 0 | 0 |
| Frank L. Hoffecker (39) | 270,000 | 270,000 | 0 | 0 |
| HT Ardinger & Sons, Inc. (40) | 326,974 | 326,974 | 0 | 0 |
| Ira A. Hunt Jr. (41) | 130,789 | 130,789 | 0 | 0 |
| Horace Mann Johnson III (42) | 98,091 | 98,091 | 0 | 0 |
| David P. Kalm (43) | 78,819 | 78,819 | 0 | 0 |
| Don Larsen (44) | 98,091 | 98,091 | 0 | 0 |
| Steven W. Lefkowitz (45) | 1,576,401 | 1,576,401 | 0 | 0 |
| Jack Levine and Susan Levine (46) | 588,555 | 588,555 | 0 | 0 |
| Timothy McNamee (47) | 326,974 | 326,974 | 0 | 0 |
| Andreas Michailidis (48) | 130,789 | 130,789 | 0 | 0 |
| Network 1 Financial Securities Inc. (49) | 104,905 | 104,905 | 0 | 0 |
| New Millenium Capital Partners II, LLC (50) | 19,617 | 19,617 | 0 | 0 |
| Pershing LLC, as custodian of Robert L. Bolick, Roth IRA (51) | 130,789 | 130,789 | 0 | 0 |
| Christina Recchia (52) | 65,394 | 65,394 | 0 | 0 |
| Peter Reichard (53) | 65,394 | 65,394 | 0 | 0 |
| RH Damon & Co. Inc. (54) | 501,200 | 501,200 | 0 | 0 |
| Michael Rosenbaum (55) | 326,974 | 326,974 | 0 | 0 |
| Dr. Mark Rosenfeld (56) | 6,077,050 | 1,000,000 | 5,077,050 | 8.2% |
| David Ruggieri (57) | 490,462 | 490,462 | 0 | 0 |
| Peter Siraslian (58) | 326,974 | 326,974 | 0 | 0 |
| SilverDeer LLC (59) | 65,394 | 65,394 | 0 | 0 |
| Blaine Taylor (60) | 3,600,718 | 89,918 | 3,510,800 | 5.7% |
| Carl B. Turner and Alison M. Turner (61) | 65,394 | 65,394 | 0 | 0 |
| John F. Turner and Emily F. Turner (62) | 130,789 | 130,789 | 0 | 0 |

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|---------------------------------|---------|---------|---|---|
| Donna Viemeister (63) | 65,394 | 65,394 | 0 | 0 |
| Wentworth Advisors, LLC (64) | 250,000 | 250,000 | 0 | 0 |
| Michael Bascetta (65) | 114,993 | 114,993 | 0 | 0 |
| Calvin Vaughn (66) | 114,993 | 114,993 | 0 | 0 |
| Gregory Ruff (67) | 114,993 | 114,993 | 0 | 0 |
| Doris Ruff (68) | 57,496 | 57,496 | 0 | 0 |
| Harold Kaufman (69) | 91,995 | 91,995 | 0 | 0 |
| Mendel Klein (70) | 54,242 | 54,242 | 0 | 0 |
| Craig Littler (71) | 160,991 | 160,991 | 0 | 0 |
| Maana Enterprises (72) | 114,993 | 114,993 | 0 | 0 |
| Robert O'Brian (73) | 57,496 | 57,496 | 0 | 0 |
| Congregation Zichron Malka (74) | 54,242 | 54,242 | 0 | 0 |
| Murray Sternfeld (75) | 113,909 | 113,909 | 0 | 0 |

| | | | | |
|------------------------------------|---------|---------|---|---|
| James Hori (76) | 114,993 | 114,993 | 0 | 0 |
| J Michael Kellum (77) | 114,993 | 114,993 | 0 | 0 |
| Tom Linton (78) | 114,993 | 114,993 | 0 | 0 |
| Joe Willis and Jann H. Willis (79) | 30,000 | 30,000 | 0 | 0 |
| Anasazi Partners III, LLC (80) | 250,000 | 250,000 | 0 | 0 |
| Duncan Capital LLC (81) | 130,900 | 130,900 | 0 | 0 |

(1) Michael Ahlin has served as a director and Vice President since July 2004. He was an existing Impact Diagnostics shareholder. The shares shown as owned by Mr. Ahlin include 1,253,000 shares owned by Princess Investments. Mr. Ahlin has voting and dispositive rights over these shares.

(2) AJW Offshore, Ltd., formerly known as AJW/New Millennium Offshore, Ltd., is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Offshore, Ltd. Represents (i) 201,634 shares of common stock and (ii) 40326 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(3) AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Partners, LLC. Represents (i) 87,193 shares of common stock and (ii) 17,438 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(4) AJW Qualified Partners, LLC, formerly known as Pegasus Capital Partners, LLC, is a private investment fund that is owned by its investors and managed by AJW Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC. Represents (i) 239,782 shares of common stock and (ii) 47,956 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(5) Alan Gelband has voting and dispositive rights over the shares held by Alan Gelband Co. Defined Contribution and Pension Plan & Trust. Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(6) Michael Weprin has the voting and dispositive rights over the shares held by Armadillo Partners. Represents (i) 544,959 shares of common stock and (ii) 108,991 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(7) Represents (i) 134,250 shares of Impact Diagnostic and (ii) (a) 544,959 shares and (ii) 108,991 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(8) Bridges & Pipes LLC is an affiliate an affiliate of Duncan Capital LLC, which served as placement agent in connection with the sale of our units in the private financing that we completed in connection with the Merger. Includes warrants to purchase 104,495 shares of our common stock held by Bridges & Pipes LLC. David Fuchs has voting and dispositive rights over the shares owned by Bridges & Pipes LLC. Bridges and Pipes made a \$200,000 bridge financing loan to us which converted into 2,720,000 shares at the time of the merger. They also made a \$50,000 loan to us which was converted into 272,479 shares and 104,495 warrants exercisable at \$0.1835.

(9) Represents (i) 544,959 shares of common stock and (ii) 108,991 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(10) Bobby Stanley, Ike Lewis and Peter Coker hold the voting and dispositive rights over the shares held by BIP Partners. Represents (i) 98,092 shares of common stock and (ii) 19,618 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(11) Represents (i) 544,959 shares of common stock and (ii) 108,991 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(12) David R. Bolick provided consulting services to us on a part-time basis from July 2004 through October 2004. As of November 1, 2004, Dr. Bolick was hired as an employee and appointed as our Medical Director, a part-time position. Dr. Bolick is also an employee of Ameripath, Inc. We lease our clinical laboratory space from Rocky Mountain Pathology, LLC, an affiliate of Ameripath, Inc. In addition, Ameripath has conducted initial studies of our technology for us. Dr. Bolick obtained 250,000 warrants and 250,000 shares through his work as a consultant for us. Includes (i) 550,408 shares of common stock and (ii) 110,081 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(13) Represents (i) 27,247 shares of common stock and (ii) 5,449 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(14) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(15) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(16) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(17) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(18) Richard Smithline has voting and dispositive rights over the shares owned by DCOFI Master LDC. DCOFI was an Impact Diagnostics shareholder.

(19) Citadel, James Donell receiver, holds (i) an Impact Diagnostics note which was renegotiated in connection with the merger and (ii) 89,500 warrants with an exercise price of \$0.01. The note is convertible into 417,666 shares of common stock.

(20) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(21) Includes 420,525 shares received through the exercise of warrants by Duncan Capital Group LLC and 48,227 of warrants transferred to him by Duncan Capital LLC.

(22) Represents 13,779 warrants obtained from Duncan Capital LLC in connection with its action as placement agent for the private placement.

(23) Represents (i) 267,000 warrants originally granted Duncan Capital Group LLC which served as financial advisor to us in connection with the merger and (ii) 30,619 of the warrants originally granted to Duncan Capital LLC in connection with its acting as placement agent for the private placement.

(24) Represents 68,895 warrants originally given to Duncan Capital LLC in connection with the private placement. Dan Purjes has voting and investment control over the warrants held by the Rockwood Group.

(25) Represents 13,779 of the warrants originally granted to Duncan Capital LLC in connection with its acting as placement agent for the private placement.

(26) Shares were obtained from the exercise of warrants given to Duncan Capital Group LLC which served as financial advisor to us in connection with the merger.

(27) Shares were obtained from the exercise of warrants given to Duncan Capital Group LLC which served as financial advisor to us in connection with the merger.

(28) Kevin Crow, one of our directors, is the trustee. These shares were obtained through the exercise of warrants by Duncan Capital Group LLC which served as financial advisor to us in connection with the merger.

(29) Represents (i) 24,523 shares of common stock and (ii) 4,904 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(30) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(31) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(32) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(33) Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(34) Represents 159,557 shares being sold are the result of the conversion of a promissory note from Impact Diagnostics.

(35) Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(36) Represents (i) 136,239 shares of common stock and (ii) 27,247 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(37) Steven Hague held 13,425 shares of common stock of Impact Diagnostics, Inc. and obtained (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(38) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(39) Represents (i) 225,000 shares of common stock and (ii) 45,000 warrants exercisable at \$0.1835 per share were purchased for cash in a private placement in July 2004.

(40) Horace Ardinger holds the voting and dispositive rights over the shares held by HT Ardinger & Sons, Inc. Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(41) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(42) Represents (i) 81,743 shares of common stock and (ii) 16,348 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(43) David P. Kalm held 13,425 shares of common stock of Impact Diagnostics, Inc. and obtained (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(44) Represents (i) 81,743 shares of common stock and (ii) 16,348 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(45) Steven Lefkowitz held 268,000 shares of common stock of Impact Diagnostics shareholder. The shares also include 1,089,918 shares of common stock and 217,983 warrants exercisable at \$0.1835 purchased for cash in a private placement in July 2004.

(46) Jack Levine has served as a director of Grant Life Sciences and chairman of our Audit Committee since August 2004. Represents (i) 490,463 shares of common stock and (ii) 98,092 warrants exercisable at \$0.1835 per share

purchased for cash in a private placement in July 2004.

(47) Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(48) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(49) Network 1 Financial Securities Inc. is a broker-dealer. Damon Testaverde has voting and dispositive rights over the shares owned by Network 1 Financial Securities Inc. Network 1 received 104,905 warrants which were originally given to Duncan Capital LLC as part of the private placement. The shares were not received as underwriting compensation.

(50) New Millennium Capital Partners II, LLC is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by New Millennium Capital Partners II, LLC. Represents (i) 16,348 shares of common stock and (ii) 3,269 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(51) Robert Bolick holds the voting and dispositive rights over the shares held by Pershing LLC, as custodian of Robert L. Bolick, Roth IRA. Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(52) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(53) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(54) Damon Testaverde holds the voting and dispositive rights over the shares held by RH Damon & Co. Inc. RH Damon & Co. Inc. was an Impact Diagnostic shareholder.

(55) Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(56) Represents shares received for services performed on our Company as a director and Vice President from August through October 11, 2004.

(57) Represents (i) 408,719 shares of common stock and (ii) 81,743 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(58) Represents (i) 272,479 shares of common stock and (ii) 54,495 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(59) Howard Jacobson holds the voting and dispositive rights over the shares held by SilverDeer LLC. Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(60) Blaine Taylor was an existing shareholder of Impact Diagnostics, Inc. Represents shares received in connection with the conversion of a Impact Diagnostics promissory note.

(61) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(62) Represents (i) 108,991 shares of common stock and (ii) 21,798 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(63) Represents (i) 54,495 shares of common stock and (ii) 10,899 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(64) John C. Wilson, our former Chief Financial Officer, is Managing Principal and 100% owner of Wentworth Advisors.

(65) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated January 2, 2004.

(66) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated January 5, 2004.

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(67) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated January 5, 2004.

(68) Represents 57,496 shares of common stock issuable upon conversion of the convertible promissory note dated January 5, 2004.

(69) Represents 91,995 shares of common stock issuable upon conversion of the convertible promissory note dated January 5, 2004.

(70) Represents 54,242 shares of common stock issuable upon conversion of the convertible promissory note dated January 5, 2004.

(71) Represents 160,991 shares of common stock issuable upon conversion of the convertible promissory note dated January 9, 2004.

(72) Robert Baron has the voting and dispositive rights of Maana Enterprises, Inc. Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated January 13, 2004.

(73) Represents 57,496 shares of common stock issuable upon conversion of the convertible promissory note dated January 13, 2004.

(74) Mr. Eluzer Bald has the voting and dispositive rights for the shares held by Congregation Zichron Malka. Represents 54,242 shares of common stock issuable upon conversion of the convertible promissory note dated January 21, 2004.

(75) Represents 113,909 shares of common stock issuable upon conversion of the convertible promissory note dated January 21, 2004.

(76) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated February 4, 2004.

(77) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated February 5, 2004.

(78) Represents 114,993 shares of common stock issuable upon conversion of the convertible promissory note dated February 25, 2004.

(79) Represents (i) 25,000 shares of common stock and (ii) 5,000 warrants exercisable at \$0.1835 per share purchased for cash in a private placement in July 2004.

(80) Chris Baker is the fund manager and has voting and investment control over the shares. The shares were obtained from MW Crow Family, L.P. which exercised warrants originally given to Duncan Capital Group LLC. The shares were not received as underwriting compensation.

(81) David Fuchs has voting and investment power over the warrants held by Duncan Capital LLC. These warrants, which are exercisable at \$0,1835 per share, were received for its acting as placement agent in connection with the private placement.

PLAN OF DISTRIBUTION

The common stock offered by this prospectus is being offered by the selling stockholders. The common stock may be sold or distributed from time to time by the selling stockholders directly to one or more purchasers or through brokers, dealers or underwriters who may act solely as agents at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or at fixed prices, which may be changed. The sale of the common stock offered by this prospectus may be effected in one or more of the following methods:

- ordinary brokers' transactions,
- through brokers, dealers, or underwriters who may act solely as agents,
- "at the market" into an existing market for the common stock,

- in other ways not involving market makers or established trading markets, including direct sales to purchasers or sales effected through agents,
- in privately negotiated transactions, and
- any combination of the foregoing.

In order to comply with the securities laws of certain states, if applicable, the shares may be sold only through registered or licensed brokers or dealers. In addition, in certain states, the shares may not be sold unless they have been registered or qualified for sale in the state or an exemption from the registration or qualification requirement is available and complied with.

The selling stockholders may pledge their shares to their brokers under the margin provisions of customer agreements. If a selling stockholder defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares. Broker-dealers engaged by a selling stockholder may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act of 1933, as amended, in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act of 1933, as amended.

We will pay all of the expenses incident to the registration, offering, and sale of the shares to the public other than commissions or discounts of underwriters, broker-dealers, or agents. We have also agreed to indemnify the selling stockholders and related persons against specified liabilities, including liabilities under the Securities Act.

While they are engaged in a distribution of the shares included in this prospectus the selling stockholders are required to comply with Regulation M promulgated under the Securities Exchange Act of 1934, as amended. With certain exceptions, Regulation M precludes the selling stockholders, any affiliated purchasers, and any broker-dealer or other person who participates in the distribution, from bidding for or purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of the distribution until the entire distribution is complete. Regulation M also prohibits any bids or purchases made in order to stabilize the price of a security in connection with the distribution of that security. All of the foregoing may affect the marketability of the shares offered by this prospectus.

The selling stockholders may also sell shares under Rule 144 promulgated under the Securities Act of 1933, as amended, rather than selling under this prospectus. This offering will terminate on the date that all shares offered by this prospectus have been sold by the selling stockholders or are eligible for sale under Rule 144(k). In general, under Rule 144 as currently in effect, a person (or persons whose shares are required to be aggregated) who has owned shares for at least one year would be entitled to sell within any three-month period a number of shares that does not exceed the greater of (i) 1% of the number of shares of our common stock then outstanding (which, after our increase in authorized capital is effective, will equal approximately 535,908 shares of common stock) or (ii) the average weekly trading volume of our shares of common stock during the four calendar weeks preceding the filing of a Form 144 with respect to such sale. Under Rule 144(k), a person who is not deemed to have been our affiliate at any time during the three months preceding a sale, and who has owned the shares proposed to be sold for at least two years, is entitled to sell his shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

DESCRIPTION OF SECURITIES

Our authorized capital stock currently consists of 150,000,000 shares of common stock and 20,000,000 shares of preferred stock. Each share of common stock is entitled to one vote on all matters voted upon by our stockholders. Holders of our common stock have no preemptive or other rights to subscribe for additional shares or other securities. There are no cumulative voting rights.

Holders of our common stock are entitled to dividends in such amounts as may be declared by our board of directors from time to time from funds legally available therefore. We have not declared or paid cash dividends or made distributions in the past on our common stock, and we do not anticipate that we will pay cash dividends or make distributions in the foreseeable future. We currently intend to retain and invest future earnings to finance operations.

Our Amended and Restated Articles of Incorporation allow our Board of Directors the authorization, without further stockholder approval, to issue up to 20,000,000 shares of preferred stock from time to time in one or more series and to fix the number of shares and the relative dividend rights, conversion rights, voting rights and other rights and qualifications of any such series. The Board has not fixed any series of preferred stock and no shares of preferred stock are issued and outstanding.

LEGAL MATTERS

Certain matters relating to the offering of securities covered by this prospectus will be passed upon for us by Sichenzia Ross Friedman Ference LLP, New York, New York.

EXPERTS

Our audited financial statements for the fiscal years ended December 31, 2004 and 2003 have been audited by Russell Bedford Stefanou Mirchandani LLP and Tanner LC ("Tanner"), independent public accountants. The report of each of these registered public accounting firms, which appears elsewhere herein, includes an explanatory paragraph as to our ability to continue as a going concern. Our financial statements are included in reliance upon such report and upon the authority of such firm as an expert in auditing and accounting.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On December 17, 2004, Tanner LC (formerly Tanner+Co.) advised us of its intention to cease to act as our independent public accountant for the audit of the year ending December 31, 2004. On January 24, 2005, we engaged Russell Bedford Stefanou Mirchandani LLP, as our principal independent accountant. The decision to engage Russell Bedford was taken by our Audit Committee.

From the date of Tanner's appointment through the date of their dismissal on December 17, 2004, there were no disagreements between us and Tanner on any matter listed under Item 304 Section (a)(1)(iv) A to E of Regulation S-B, including accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Tanner would have caused them to make reference to the matter in its reports on our financial statements.

Tanner reports on our financial statements for the past two fiscal years ended December 31, 2003 and 2002 contained an opinion expressing substantial doubt as to our ability to continue as a going concern. The audit reports contained no other adverse opinion, disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles.

We requested that Tanner furnish us with a letter addressed to the SEC stating whether they agree with the above statements. A copy of this letter, dated December 22, 2004, was filed as Exhibit 16.1 to Form 8-K, dated December 22, 2004.

On August 2, 2004, we dismissed HJ & Associates, LLC as the independent accountant engaged to audit our financial statements. HJ performed the audit of our financial statements for the fiscal years ended December 31, 2003 and December 31, 2002. The audit reports of HJ on the financial statements for the fiscal years ended December 31, 2003 and December 31, 2002 did not contain any adverse opinion or disclaimer of opinion, nor were such reports modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2003 and December 31, 2002, and the subsequent interim period prior to the dismissal of HJ, there were no disagreements with HJ on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to HJ's satisfaction, would have caused HJ to make reference to the subject matter of the disagreement in connection with its report, nor were there any "reportable events" (as such term is explained in Item 304(a)(1)(iv) of Regulation S-K promulgated by the Securities and Exchange Commission) involving HJ.

We requested that HJ furnish us with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of such letter was filed as Exhibit 16.1 to Form 8-K, dated August 30, 2004.

FURTHER INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, and file reports, proxy statements and other information with the Securities and Exchange Commission. These reports, proxy statements and other information may be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Securities and Exchange Commission's regional offices. You can obtain copies of these materials from the Public Reference Section of the Securities and Exchange Commission upon payment of fees prescribed by the Securities and Exchange Commission. You may obtain information on the operation of the Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission's Web site contains reports, proxy and information statements and other information regarding registrants that file electronically with the Securities and Exchange Commission. The address of that site is <http://www.sec.gov>.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FINANCIAL STATEMENTS AND SCHEDULES

DECEMBER 31, 2004 AND 2003

**FORMING A PART OF ANNUAL REPORT
PURSUANT TO THE SECURITIES EXCHANGE ACT OF 1934**

GRANT LIFE SCIENCES, INC.

(A development stage company)

GRANT LIFE SCIENCES, INC.
(A development stage company)

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**RUSSELL BEDFORD STEFANOU MIRCHANDANI LLP
CERTIFIED PUBLIC ACCOUNTANTS**

REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

Board of Directors
Grant Life Sciences, Inc.
Murray, UT

We have audited the accompanying consolidated balance sheet of Grant Life Sciences, Inc., (a development stage company) as of December 31, 2004 and the related consolidated statements of losses, deficiency in stockholders equity, and cash flows for the year ended December 31, 2004. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on the financial statements based upon our audit.

We have conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Grant Life Sciences, Inc. (a development stage company) at December 31, 2004 and the results of its operations and its cash flows for the year ended December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the company will continue as a going concern. As discussed in the Note L to the accompanying financial statements, the company is in the development stage and has not established a source of revenues. This raises substantial doubt about the company's ability to continue as a going concern. Management's plan in regard to these matters are also described in Note L. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RUSSELL BEDFORD STEFANOU MIRCHANDANI LLP

Russell Bedford Stefanou Mirchandani LLP

Certified Public Accountants

New York, New York
March 18, 2005
F-3

**REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

**To the Stockholders' and
Board of Directors of Grant Life Sciences, Inc.
(Formerly Impact Diagnostics, Inc.)**

We have audited the accompanying balance sheet of Grant Life Sciences, Inc. (A Development Stage Company) as of December 31, 2003 and the related statements of losses, deficiency in stockholders' equity, and cash flows for the year then ended and for the period from July 6, 1998 (date of inception) to December 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Grant Life Sciences, Inc. (A Development Stage Company) as of December 31, 2003 and the results of its operations and its cash flows for the period then ended and for the period from July 9, 1998 (date of inception) to December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note L to the financial statements, the Company has a working capital deficit and a stockholders' deficit. The Company has not generated revenue and has incurred losses since inception. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note L. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ **TANNER LC**

Salt Lake City, Utah
April 15, 2004

GRANT LIFE SCIENCES, INC.
(A development stage company)
CONSOLIDATED BALANCE SHEETS

| | December 31, | |
|---|-------------------|------------------|
| | 2004 | 2003 |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 365,958 | \$ 11,299 |
| Miscellaneous receivables | 3,000 | - |
| Prepaid expenses | 5,213 | - |
| Due from employees (Note D) | 334 | 33,343 |
| Note receivable - related party (Note D) | - | 14,049 |
| Deposits | 3,263 | 700 |
| Total current assets | 377,768 | 59,391 |
| Property and equipment, net of accumulated depreciation of \$5,857 and \$8,186 at December 31, 2004 and 2003, respectively (Note C) | | |
| | 15,240 | 6,713 |
| Total assets | \$ 393,008 | \$ 66,104 |
| LIABILITIES AND (DEFICIENCY IN) STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 95,841 | \$ 33,531 |
| Accrued liabilities | 37,000 | - |
| Accrued interest payable | 7,005 | 142,086 |
| Accrued payroll liabilities | 13,159 | 51,194 |
| Notes payable - related party (Note D and Note E) | - | 37,934 |
| Notes payable, current portion (Note E) | 122,500 | 587,753 |
| Total current liabilities | 275,505 | 852,498 |
| Long-term liabilities: | | |
| Note payable - long term (Note E) | 350,000 | - |
| Note payable - related party-long term (Note E) | - | 12,845 |
| Total long term liabilities | 350,000 | 12,845 |
| Commitments and contingencies (Note K) | | |
| | - | - |
| (Deficiency in) stockholders' equity: | | |
| Preferred stock, par value: \$.001, authorized 20,000,000 shares; no shares issued and outstanding at December 31, 2004 and 2003 (Note F) | - | - |
| Common stock, par value; \$.001, authorized 150,000,000 and 100,000,000 shares at December 31, 2004 and 2003, respectively; 56,243,791 and 34,572,060 shares issued and outstanding at December 31, 2004 and 2003, respectively (Note F) | 56,244 | 34,572 |
| Additional paid in capital | 4,190,485 | 637,178 |
| Deferred compensation | (1,097,886) | - |
| Deficit accumulated during development stage | (3,381,340) | (1,470,989) |
| Total (deficiency in) stockholders' equity: | (232,496) | (799,239) |

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| | | | | |
|---|----|---------|----|--------|
| Total liabilities and (deficiency in) stockholders' equity: | \$ | 393,008 | \$ | 66,104 |
|---|----|---------|----|--------|

See accompanying notes to consolidated financial statements

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GRANT LIFE SCIENCES, INC.
(A development stage company)
CONSOLIDATED STATEMENT OF LOSSES

| | For the Year Ended December 31, | | For the Period July 9, 1998 (date of inception) through December 31, 2004 |
|---|---------------------------------|--------------|--|
| | 2004 | 2003 | |
| Operating Expenses: | | | |
| General and administrative | \$ 1,562,388 | \$ 135,155 | \$ 2,463,238 |
| Depreciation (Note C) | 4,555 | 3,665 | 12,741 |
| Acquisition cost (Note B) | 65,812 | - | 65,812 |
| Research and development | 430,540 | 51,108 | 841,930 |
| Total Operating Expenses | 2,063,295 | 189,928 | 3,383,721 |
| Loss from Operations | (2,063,295) | (189,928) | (3,383,721) |
| Other income (expenses): | | | |
| Gain on extinguishment of debt (Note E) | 411,597 | - | 510,104 |
| Interest expense | (258,652) | (63,953) | (507,722) |
| Loss before income taxes | (1,910,350) | (253,881) | (3,381,339) |
| Income tax benefit | - | - | - |
| Net loss | \$ (1,910,350) | \$ (253,881) | \$ (3,381,339) |
| Net loss per common share - basic and diluted (Note I) | \$ (0.04) | \$ (0.01) | n/a |
| Weighted average shares - basic and diluted | 42,751,142 | 33,842,000 | n/a |

See accompanying notes to consolidated financial statements

GRANT LIFE SCIENCES, INC.
(A development stage company)
CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
FOR THE PERIOD JULY 9, 1998 (Date of Inception) THROUGH
DECEMBER 31, 2004

| | Common Shares | Common Shares Amount | Subscription Receivable | Deferred Compensation | Additional Paid In Capital | Accumulated Deficit | Total (Deficiency) In Stockholders Equity |
|---|------------------|----------------------------|----------------------------|--------------------------|----------------------------------|------------------------|---|
| Balance, July 9, 1998 (date of inception) | 9,272,200 | \$ 9,272 | \$ - | \$ - | (9,272) | \$ - | - |
| Issued stock for subscription receivable at \$0.005 per share | 18,795,000 | 18,795 | (100,000) | - | 81,205 | - | - |
| Balance, December 31, 1998 | 28,067,200 | 28,067 | (100,000) | - | 71,933 | - | - |
| Issued stock for cash at \$0.004 per share | 1,253,000 | 1,253 | - | - | 3,747 | - | 5,000 |
| Net loss | - | - | - | - | - | (5,053) | (5,053) |
| Balance, December 31, 1999 | 29,320,200 | 29,320 | (100,000) | - | 75,680 | (5,053) | (53) |
| Payment of subscriptions receivable | - | - | 100,000 | - | - | - | 100,000 |
| Net loss | - | - | - | - | - | (43,641) | (43,641) |
| Balance, December 31, 2000 | 29,320,200 | 29,320 | - | - | 75,680 | (48,694) | 56,306 |
| Issued stock for cash at \$0.004 per share | 250,600 | 251 | - | - | 749 | - | 1,000 |
| Net loss | - | - | - | - | - | (522,213) | (522,213) |
| Balance, December 31, 2001 | 29,570,800 | 29,571 | - | - | 76,429 | (570,907) | (464,907) |
| Beneficial conversion feature on issuance of debt | - | - | - | - | 98,507 | - | 98,507 |
| Gain on extinguishment | - | - | - | - | (98,507) | - | (98,507) |

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of debt

| | | | | | | | |
|---|------------|--------|---|---|-----------|-------------|-----------|
| Issued stock for cash at \$0.13 per share | 689,150 | 689 | - | - | 91,811 | - | 92,500 |
| Issued stock for services at \$0.06 per share | 1,591,310 | 1,591 | - | - | 101,659 | - | 103,250 |
| Issued stock in satisfaction of debt at \$0.14 per share | 1,790,000 | 1,790 | - | - | 248,210 | - | 250,000 |
| Net loss | - | - | - | - | - | (646,201) | (646,201) |
| Balance, December 31, 2002 | 33,641,260 | 33,641 | - | - | 518,109 | (1,217,108) | (665,358) |
| Issued stock for cash at \$0.13 per share | 930,800 | 931 | - | - | 119,069 | - | 120,000 |
| Net loss | - | - | - | - | - | (253,881) | (253,881) |
| Balance, December 31, 2003 | 34,572,060 | 34,572 | - | - | 637,178 | (1,470,989) | (799,239) |
| Issued stock for cash at \$0.0838 per share | 238,660 | 239 | - | - | 19,761 | - | 20,000 |
| Issued stock for services at \$0.08 per share | 500,000 | 500 | - | - | 39,500 | - | 40,000 |
| Issued stock for cash at \$0.1835 per share | 9,560,596 | 9,561 | - | - | 1,485,376 | - | 1,494,937 |
| Reverse merger with Grant Ventures, Inc. | 6,000,000 | 6,000 | - | - | - | - | 6,000 |
| Warrants issued as part of restructuring of debt (89,500 valued at \$0.03779) | - | - | - | - | 3,382 | - | 3,382 |
| Recognition of beneficial conversion feature on issuance of note payable | - | - | - | - | 200,000 | - | 200,000 |
| Conversion of note payable and accrued interest at \$0.07569 per | 2,720,000 | 2,720 | - | - | 203,165 | - | 205,885 |

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| | | | | | | | |
|--|---------------|-----------|------|-------------|--------------|-------------|--------------|
| share | | | | | | | |
| Issued stock in satisfaction of debt at \$0.1835 per share | 249,475 | 249 | - | - | 45,530 | - | 45,779 |
| Exercise of \$0.01 warrants | 2,403,000 | 2,403 | - | - | 21,627 | - | 24,030 |
| Issued 250,000 warrants for services | - | - | - | - | 11,000 | - | 11,000 |
| Stock options issued to employees, directors, consultants | - | - | - | (1,523,966) | 1,523,966 | - | - |
| Vesting of deferred compensation | - | - | - | 426,081 | - | - | 426,081 |
| Net loss | - | - | - | - | - | (1,910,350) | (1,910,350) |
| Balance, December 31, 2004 | 56,243,791 \$ | 56,244 \$ | - \$ | (1,097,886) | \$ 4,190,485 | (3,381,340) | \$ (232,496) |

See accompanying notes to consolidated financial statements

GRANT LIFE SCIENCES, INC.
(A development stage company)
CONSOLIDATED STATEMENT OF CASH FLOWS

| | For the Year Ended December 31, | | For the Period July 9, 1998 (date of inception) through December 31, 2004 |
|--|---------------------------------|------------------|--|
| | 2004 | 2003 | |
| Cash flows from operating activities: | | | |
| Net (loss) | \$ (1,910,350) | \$ (253,881) | \$ (3,381,340) |
| Adjustments to reconcile net (loss) to cash (used in) operations: | | | |
| Depreciation (Note C) | 4,555 | 3,665 | 12,741 |
| Loss on abandonment of assets (Note C) | 3,790 | - | 3,790 |
| Deferred compensation (Note J) | 426,081 | - | 426,081 |
| Common stock issued in exchange for services rendered (Note F) | 40,000 | - | 144,250 |
| Warrants issued in exchange for services rendered (Note J) | 11,000 | - | 11,000 |
| Beneficial conversion feature discount (Note E) | 200,000 | - | 298,507 |
| Gain on extinguishment of debt (Note E) | (411,597) | - | (510,104) |
| Write off of accounts payable due to stockholders | (878) | - | (878) |
| Acquisition cost (Note B) | 65,812 | - | 65,812 |
| Decrease (increase) in: | | | |
| Related party receivables | | | |
| Employee receivables | 33,009 | 9,894 | (334) |
| Miscellaneous current assets | (10,776) | (700) | (11,476) |
| (Decrease) increase in: | | | |
| Accounts payable | 59,882 | (21,316) | 93,313 |
| Accounts payable - assumed liabilities | (17,506) | - | (17,506) |
| Accounts payable - stockholders | (38,900) | - | (38,900) |
| Accrued expenses | 36,900 | - | 35,000 |
| Accrued payroll liabilities | (38,035) | 51,194 | 13,159 |
| Accrued interest payable | 48,030 | 59,062 | 190,117 |
| Net cash (used in) operating activities | (1,484,935) | (152,082) | (2,666,769) |
| Cash flows from investing activities: | | | |
| Payments for property and equipment | (16,873) | - | (31,772) |
| Net cash used in investing activities | (16,873) | - | (31,772) |
| Cash flows from financing activities: | | | |
| Proceeds from sale of common stock, net of costs and fees (Note F) | 1,538,967 | 120,000 | 1,756,467 |
| Proceeds from note payable (Note E) | 322,500 | 20,000 | 1,180,253 |
| Proceeds from related party notes payable | - | - | 60,000 |

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| | | | |
|--|------------|-----------|------------|
| Payments for related party notes payable | (5,000) | (11,304) | (34,221) |
| Proceeds from stock subscriptions receivable | - | - | 100,000 |
| Net cash provided by financing activities | 1,856,467 | 128,696 | 3,062,499 |
| Net increase (decrease) in cash and cash equivalents | 354,659 | (23,386) | 363,958 |
| Cash and cash equivalents at beginning of the period | 11,299 | 34,685 | - |
| Cash and cash equivalents at end of the period | \$ 365,958 | \$ 11,299 | \$ 365,958 |

See accompanying notes to consolidated financial statements

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE A - SUMMARY OF ACCOUNTING POLICIES

Business and Basis of Presentation

Grant Life Sciences, Inc. (formerly Impact Diagnostics, Inc.) (the "Company") was organized under the laws of the State of Utah on July 9, 1998. The Company's purpose is to research, develop, market and sell diagnostic kits for detecting disease with emphasis on the detection of low-grade cervical disease.

On July 30, 2004, the Company became a wholly owned subsidiary of Grant Ventures, Inc., a Nevada Corporation, by merging with Impact Acquisition Corporation, a Utah corporation and wholly owned subsidiary of Grant Ventures, Inc.. Grant Ventures, Inc. was an inactive publicly registered shell corporation with no significant assets or operations. For accounting purposes the merger was treated as a recapitalization of the Company. Grant Ventures, Inc. changed its name to Grant Life Sciences, Inc. in November 2004.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Impact Diagnostics. All intercompany transactions and balances have been eliminated in consolidation.

Development Stage Company

Effective July 9, 1998 (date of inception), the Company is considered a development stage Company as defined in SFAS No. 7. The Company's development stage activities consist of the development of medical diagnostic kits. Sources of financing for these development stage activities have been primarily debt and equity financing. The Company has, at the present time, not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Concentration of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Property and Equipment

Furniture and Equipment is stated at cost less accumulated depreciation. Depreciation is computed using a straight-line basis based on the estimated useful lives of the assets. Equipment is depreciated over 3 to 5 years and furniture over 7 years. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed and any resulting gain or loss is recognized.

Long-Lived Assets

The Company has adopted Statement of Financial Accounting Standards No. 144 (“SFAS 144”). The Statement requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should an impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. SFAS No. 144 also requires assets to be disposed of, be reported at the lower of the carrying amount or the fair value less costs to sell.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

Statement of Financial Accounting Standards No. 107, "Disclosures About Fair Value of Financial Instruments," requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings, as reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments.

Revenue Recognition

Revenues are recognized in the period that services are provided. For revenue from product sales, the Company recognizes revenue in accordance with Staff Accounting Bulletin No. 104, REVENUE RECOGNITION ("SAB104"), which superseded Staff Accounting Bulletin No. 101, REVENUE RECOGNITION IN FINANCIAL STATEMENTS ("SAB101"). SAB 101 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectibility of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

SAB 104 incorporates Emerging Issues Task Force 00-21 ("EITF 00-21"), MULTIPLE-DELIVERABLE REVENUE ARRANGEMENTS. EITF 00-21 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. The effect of implementing EITF 00-21 on the Company's consolidated financial position and results of operations was not significant.

Advertising

The Company follows the policy of charging the costs of advertising to expenses incurred. The Company incurred no advertising costs for the years ended December 31, 2004 and 2003.

Research and Development Costs

Research and development costs are expensed as incurred. These costs include direct expenditures for goods and services, as well as indirect expenditures such as salaries and various allocated costs.

Liquidity

As shown in the accompanying consolidated financial statements, the Company has incurred a net loss of \$1,910,350 and \$253,881 during the years ended December 31, 2004 and 2003, respectively. Consequently, its operations are subject to all risks inherent in the establishment of a new business enterprise.

Comprehensive Income

The Company adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income". SFAS No. 130 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. SFAS No. 130 requires other comprehensive income (loss) to include foreign currency translation adjustments and unrealized gains and losses on available-for-sale securities.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

Income Taxes

Income taxes are provided based on the liability method for financial reporting purposes in accordance with the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under this method deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be removed or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Net Loss per Common Share

The computation of net loss per common share is based on the weighted average number of shares outstanding during each period. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the period plus the common stock equivalents which would arise from the exercise of stock options and warrants outstanding using the treasury stock method and the average market price per share during the period. At year end December 31, 2004, there were 2,979,704 warrants, 1,812,988 potential shares resulting from note conversions, 613,650 vested stock options and 4,629,604 unvested options outstanding. These options and warrants and shares from convertible notes were not included in the diluted loss per share calculation because the effect would have been anti dilutive. There were no options and warrants outstanding as of December 31, 2003.

Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS123R). This Statement requires public entities to measure the cost of equity awards to employees based on the grant-date value of the award. The Company has elected early adoption of this Statement, effective for 2004, in advance of the Company's required adoption date of December 15, 2005.

The Company began granting options to its employees, directors, and consultants in the 3rd quarter of 2004 under the Company's Stock Incentive Plan. In 2004 a total of 5,243,254 options with were granted which vest over time periods ranging from 0 to 3 years. Fair value at the date of grant was estimated using the Black-Scholes pricing model with the following assumptions: dividend yield of 0%, expected volatility of 114%, risk-free interest rate of 3.69% and an expected life of 3 years. The exercise price for all 5,243,254 options was \$0.18. The weighted average grant date fair value for these options was \$0.29.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board (FASB) issued SFAS 151, Inventory Costs-- an amendment of ARB No. 43, Chapter 4. This Statement amends the guidance in ARB No. 43, Chapter 4, "Inventory Pricing," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). Paragraph 5 of ARB 43, Chapter 4, previously stated that ". . . under some circumstances, items such as idle facility expense, excessive spoilage, double freight, and rehandling costs may be so abnormal as to require treatment as current period charges. . . ." This Statement requires that those items be recognized as current-period charges regardless of whether they meet the criterion of "so abnormal." In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The Company does not yet have any inventory.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE A - SUMMARY OF ACCOUNTING POLICIES (Continued)

In December 2004, the FASB issued SFAS No.152, "Accounting for Real Estate Time-Sharing Transactions--an amendment of FASB Statements No. 66 and 67" ("SFAS 152") The amendments made by Statement 152 This Statement amends FASB Statement No. 66, Accounting for Sales of Real Estate, to reference the financial accounting and reporting guidance for real estate time-sharing transactions that is provided in AICPA Statement of Position (SOP) 04-2, Accounting for Real Estate Time-Sharing Transactions. This Statement also amends FASB Statement No.67, Accounting for Costs and Initial Rental Operations of Real Estate Projects, to state that the guidance for (a) incidental operations and (b) costs incurred to sell real estate projects does not apply to real estate time-sharing transactions. The accounting for those operations and costs is subject to the guidance in SOP 04-2. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. with earlier application encouraged. The Company does not anticipate that the implementation of this standard will have a material impact on its financial position, results of operations or cash flows.

On December 16, 2004, the Financial Accounting Standards Board ("FASB") published Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment ("SFAS 123R"). SFAS 123R requires that compensation cost related to share-based payment transactions be recognized in the financial statements. Share-based payment transactions within the scope of SFAS 123R include stock options, restricted stock plans, performance-based equity awards, stock appreciation rights, and employee share purchase plans. The provisions of SFAS 123R are effective as of the first interim period that begins after December 15, 2005. The Company is adopting this Statement early, for the year 2004. No stock options, restricted stock plans, performance-based equity awards, stock appreciation rights, or employee share purchase plans were in existence prior to 2004.

On December 16, 2004, FASB issued Statement of Financial Accounting Standards No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29, Accounting for Nonmonetary Transactions (" SFAS 153"). This statement amends APB Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. Under SFAS 153, if a nonmonetary exchange of similar productive assets meets a commercial-substance criterion and fair value is determinable, the transaction must be accounted for at fair value resulting in recognition of any gain or loss. SFAS 153 is effective for nonmonetary transactions in fiscal periods that begin after June 15, 2005. The Company does not anticipate that the implementation of this standard will have a material impact on its financial position, results of operations or cash flows.

NOTE B - BUSINESS COMBINATION AND CORPORATE RESTRUCTURE

On July 30, 2004, the Company completed a merger transaction with Impact Diagnostics, Inc., a privately held Utah company ("Impact"), pursuant to an agreement dated July 6, 2004. As a result of the merger, there was a change in control of the public entity. Impact Diagnostics is a wholly owned subsidiary of the Company.

In accordance with SFAS No. 141, Impact was the acquiring entity. While the transaction is accounted for using the purchase method of accounting, in substance the Agreement is a recapitalization of the Impact's capital structure.

For accounting purposes, the Company accounted for the transaction as a reverse acquisition and Impact is the surviving entity. The total purchase price and carrying value of net assets acquired was \$65,812. The Company did not recognize goodwill or any intangible assets in connection with the transaction. From 1999 until the date of the Agreement, Grant was an inactive corporation with no significant assets and liabilities.

Effective with the Agreement, all 35,060,720 previously outstanding shares owned by the Impact's members were exchanged on a share for share basis with shares of the Company's common stock.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE B - BUSINESS COMBINATION AND CORPORATE RESTRUCTURE (Continued)

On September 20, 2004, the Company's Board of Directors approved a change in the Company's name to Grant Life Sciences, Inc. The accompanying financial statements have been changed to reflect the change as if it had happened at the beginning of the periods presented. Stockholders approved this change effective November 12, 2004.

The total consideration was \$65,812 and the significant components of the transaction are as follows:

| | | |
|--|----|--------|
| Common stock retained | \$ | 6,000 |
| Assets acquired | | (-) |
| Liabilities assumed - accounts payable | | 20,034 |
| Liabilities assumed - accounts payable - stockholder | | 39,778 |
| Cash paid | | - |
| Total consideration paid/organization cost | \$ | 65,812 |

In accordance with SOP 98-5, the Company expensed \$65,812 as organization costs.

NOTE C - PROPERTY AND EQUIPMENT

Major classes of property and equipment at December 31, 2004 and 2003 consist of the followings:

| | 2004 | 2003 |
|--------------------------------|-----------|-----------|
| Furniture and fixtures | \$ 17,758 | \$ 11,560 |
| Equipment | 3,339 | 3,339 |
| | 21,097 | 14,899 |
| Less: Accumulated Depreciation | (5,857) | (8,186) |
| Net Property and Equipment | \$ 15,240 | \$ 6,713 |

Depreciation expense was \$4,555 and \$3,665 for the years ended December 31, 2004 and 2003, respectively.

During the year ended December 31, 2004, furniture and fixtures costing \$ 10,674 and accumulated depreciation of \$ 6,884 were abandoned, resulting in loss of \$3,790.

NOTE D - RELATED PARTY TRANSACTIONS

During the years ended December 31, 2004 and December 31, 2003, the Company shared office space with a related entity. Reimbursement of overhead from the related party totaled \$33,168 in 2003 and \$12,000 in 2004. The Company moved into separate space in September 2004. Prior to July 31, 2004, the Company and the related entities would, on occasion, pay invoices on behalf of the other and track the net receivable/payable in the related party receivable account.

The company has receivables from entities with common shareholders of \$0 and \$14,049 as of December 31, 2004 and 2003, respectively.

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As of December 31, 2004 and 2003, the Company had receivables from employees of \$334 and \$33,343, respectively.

As of December 31, 2003, the Company had a note payable to a shareholder for \$29,279. The note earned interest at 5% and was converted to equity in August 2004. Interest payable of \$1,439 was forgiven.

As of December 31, 2003, the Company had a non-interest bearing note payable to a shareholder for \$21,500. The note was converted to equity in August 2004.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE E - NOTES PAYABLE

Notes payable at December 31, 2004 and 2003 are as follows:

| | 2004 | 2003 |
|---|-----------|------|
| 6% convertible note payable, unsecured, due on 1/2/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of \$0.092178 | \$ 10,000 | \$ - |
| 6% convertible note payable, unsecured, due on 1/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,000 | - |
| 6% convertible note payable, unsecured, due on 1/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,000 | - |
| 6% convertible note payable, unsecured, due on 1/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 5,000 | - |
| 6% convertible note payable, unsecured, due on 1/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 8,000 | - |
| 6% convertible note payable, unsecured, due on 1/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 5,000 | - |
| 6% convertible note payable, unsecured, due on 1/9/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 14,000 | - |
| 6% convertible note payable, unsecured, due on 1/13/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,000 | - |
| 6% convertible note payable, unsecured, due on 1/13/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 5,000 | - |
| 6% convertible note payable, unsecured, due on 1/21/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 5,000 | - |
| 6% convertible note payable, unsecured, due on 1/21/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,500 | - |
| 6% convertible note payable, unsecured, due on 2/4/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,000 | - |
| 6% convertible note payable, unsecured, due on 2/5/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178 | 10,000 | - |
| | 10,000 | - |

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6% convertible note payable, unsecured, due on 2/25/2005, principal and interest is convertible at any time before maturity into common shares of the company at the price per share of 0.092178

| | | | | |
|----------|----|---------|----|---|
| Subtotal | \$ | 122,500 | \$ | - |
|----------|----|---------|----|---|

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE E - NOTES PAYABLE (continued)

| | | |
|---|-------------------|------------------|
| subtotal brought forward | \$ 122,500 | \$ - |
| 10% note payable , unsecured, due on 11/30/2002, in default as of 12/31/2002 due to non-payment, The note payable was in default as of December 31, 2002. The venture capital firm that issued the loan has since been placed in receivership. As of December 31, 2003 the note balance was \$587,753 with accrued interest payable of \$141,501. In August 2004, this note for \$587,753 and accrued interest of \$175,787 was restructured into a 3-year convertible note of \$350,000 plus 89,500 5-year warrants to purchase additional shares at \$0.01 per share. The note is convertible into shares of common stock at a conversion price of \$0.83798 per share. Interest is payable quarterly at 6% per year. The warrants have an option value of \$0.0378 per share. The conversion resulted in a \$411,597 gain on extinguishment of debt. | 350,000 | 587,753 |
| Non-interest bearing note payable to related party, unsecured, no specific repayment terms. Converted to common shares in August 2004. | - | 21,500 |
| 5% note payable to related party, unsecured, due 9/30/04. Converted to common shares in August 2004. | - | 29,279 |
| Total notes payable | 472,500 | 638,532 |
| Less: current portion | (122,500) | (625,687) |
| Balance notes payable (long term portion) | \$ 350,000 | \$ 12,845 |

On July 30, 2004, in connection with the reverse merger, a bridge note for \$200,000 which originated on April 14, 2004, plus accrued interest was converted into 2,720,000 shares, per the terms of the note. Since the conversion rate was less than the market price on the loan commitment date, a beneficial conversion feature existed. Calculation of the beneficial conversion feature resulted in an amount in excess of the debt, and as a result, the Company recognized interest expense in the amount of \$200,000, as the beneficial conversion feature can not exceed the value of the debt.

In accordance with Emerging Issues Task Force Issue 98-5, Accounting for Convertible Securities with a beneficial Conversion Features or Contingently Adjustable Conversion Ratios ("EITF 98-5"), the Company recognized an imbedded beneficial conversion feature present in the bridge note. The Company recognized and measured an aggregate of \$200,000, which equals to the intrinsic value of the imbedded beneficial conversion feature, to additional paid-in capital and a return to the bridge noteholders. The beneficial conversion feature discount has been recognized as finance expenses (interest expenses) in full.

NOTE F - COMMON STOCK

The Company is authorized to issue 150,000,000 shares of common stock with \$0.001 par value per share. As of December 31, 2004, the Company has issued and outstanding 56,243,791 shares of common stock. Also, the Company is authorized to issue 20,000,000 shares of preferred stock with \$0.001 par value per share. No shares of preferred stock have been issued to date.

During 2003, the Company issued 930,800 shares of common stock for \$120,000 in cash.

In July 2004, per the Agreement and Plan of Merger with Impact Diagnostics, Inc. all previously outstanding 35,060,720 shares of common stock owned by the Impact's stockholders were exchanged for the same number of shares of the Company's common stock. The value of the stock that was issued was the historical cost of the Company's net tangible assets, which did not differ materially from their fair value.

In connection with the Merger, on July 5, 2004, the board of directors of Impact Diagnostics, Inc. approved a stock split of 3.58 shares to 1. As a result of the split, the outstanding common stock of Impact Diagnostics, Inc. increased from 9,793,497 to 35,060,720 shares. Pursuant to the Merger Agreement, each share of Impact Diagnostics common stock was exchanged for one share of Grant Life Sciences common stock. All numbers, in the financial statements and notes to the financial statements have been adjusted to reflect the stock split for all periods presented.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE F - COMMON STOCK (continued)

On September 20, 2004, the Company's Board of Directors approved a change in the Company's name to Grant Life Sciences, Inc. The accompanying financial statements have been changed to reflect the change as if it had happened at the beginning of the periods presented. Stockholders approved this change effective November 12, 2004.

In March and April of 2004, the Company issued 238,660 shares of common stock for cash at \$0.0838 per share for \$20,000.

In June 2004, the Company issued 500,000 shares of common stock in exchange for services valued at \$40,000 to consultants. The stock issued was valued at \$.08 per share, which represents the fair value of the stock issued, which did not differ materially from the value of the services rendered. Expense of \$20,000, related to financial consulting, is included in general administrative expense and expense of \$20,000 related to R&D consulting is included in R&D expense.

On August 19, 2004, the Company completed a private placement of 9,560,596 shares to accredited investors at a price of \$0.1835 per share. As an additional enticement to purchase the shares, one 5-year warrant to purchase stock at \$0.1835 was issued for each 5 shares of stock purchased. The private placement resulted in net proceeds to the company of approximately \$1,494,937. The Company also issued warrants to purchase 2,670,000 shares at an exercise price of \$0.01 per warrant and warrants to purchase 411,104 shares at an exercise price of \$0.185 per warrant to its placement agent in connection with the Merger and private placement.

A bridge loan of \$50,000, made to the Company on July 6, 2004, was converted to equity on July 31, 2004 as part of the private placement. In addition to the warrants received as part of the offering, 50,000 warrants with an exercise price of \$0.1835 were issued to the lender.

In July, 2004, the Company issued 2,720,000 shares of common stock for a convertible note payable and accrued interest of \$205,885.

In August 2004, the Company issued 249,475 shares of common stock at \$0.1835 per share in satisfaction of two related party notes payable of \$45,779. Accrued interest was forgiven by the lenders.

In November 2004, the Company issued 2,403,000 shares of common stock for exercise of warrants at \$0.01 strike price, for total cash proceeds of \$24,030. These warrants were originally issued in connection with the Merger and private placement of common stock.

NOTE G - INCOME TAXES

The Company has adopted Financial Accounting Standard No. 109 which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

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For income tax reporting purposes, the Company's aggregate unused net operating losses approximate \$3,300,000 which expire through 2024, subject to limitations of Section 382 of the Internal Revenue Code, as amended. The deferred tax asset related to the carryforward is approximately \$1,122,000. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, because in the opinion of management based upon the earning history of the Company, it is more likely than not that the benefits will not be realized.

Components of deferred tax assets as of December 31, 2004 and 2003, are as follows:

| Non current: | 2004 | 2003 |
|----------------------------------|--------------|------------|
| Net operating loss carry forward | \$ 1,122,000 | \$ 548,000 |
| Valuation allowance | (1,122,000) | (548,000) |
| Net deferred tax asset | \$ - | \$ - |

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE H - SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information for the years ended December 31, 2004 and 2003 and July 9, 1998 (date of inception) through December 31, 2004 is as follows:

| | 2004 | 2003 | July 9, 1998 (date of inception) through December 31, 2004 |
|--|-----------|--------|---|
| Cash paid for interest | \$ 10,622 | \$ 344 | \$ 12,597 |
| Cash paid for income taxes | \$ - | \$ - | \$ 0 |
| Non Cash Investing and Financing Transactions: | | | |
| Loss on abandonment of assets | 3,790 | - | 3,790 |
| Deferred compensation | 426,081 | - | 426,081 |
| Common stock issued in exchange for services rendered(1) | 40,000 | - | 144,250 |
| Warrants issued in exchange for services rendered(1) | 11,000 | - | 11,000 |
| Beneficial conversion feature discount | 200,000 | - | 298,507 |
| Gain on extinguishment of debt | (411,597) | - | (510,104) |
| Write off of accounts payable due to stockholders | (878) | - | (878) |
| Merger with Impact: (Note B) | | | |
| Common stock retained | 6,000 | - | 6,000 |
| Liabilities assumed in excess of assets acquired | 59,812 | - | 59,812 |
| Acquisition cost recognized | 65,812 | - | 65,812 |

(1) During the year ended December 31, 2004, the Company issued 500,000 shares of stock and one 5-year warrant to purchase 250,000 shares of stock for services provided by consultants prior to the merger.

NOTE I - LOSSES PER SHARE

The following table presents the computations of basic and dilutive loss per share:

| | 2004 | 2003 |
|--|----------------|--------------|
| Loss Available to Common Shareholders | \$ (1,910,350) | \$ (253,881) |
| Basic and Fully Diluted Loss Per Share | \$ (0.04) | \$ (0.01) |
| Weighted Average Common Shares Outstanding | 42,751,142 | 33,842,000 |

GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE J - STOCK OPTIONS AND WARRANTS

The Company's has a Stock Incentive Plan. The options granted under the Plan may be either qualified or non-qualified options. Up to 25,000,000 options may be granted to employees, directors and consultants under the plan. Options may be granted with different vesting terms and expire no later than 10 years from the date of grant. In the third and fourth quarter of 2004, 5,243,254 options were granted under the plan. All of the options granted in 2004 have an exercise price of \$0.18, but differing vesting terms. None of these options have yet been exercised. Stockholders approved the plan effective November 12, 2004.

Stock Options

Transactions involving stock options issued to employees, directors and consultants under the company's 2004 Stock Incentive Plan are summarized below. Options issued under the plan have a maximum life of 10 years. The following table summarizes the changes in options outstanding and the related exercise prices for the shares of the Company's common stock issued under the 2004 Stock Incentive plan and as of December 31, 2004 :

| Exercise Prices | Options Outstanding | | | Options Exercisable | |
|-----------------|---------------------|---|---------------------------------|---------------------|---------------------------------|
| | Number Outstanding | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number Exercisable | Weighted Average Exercise Price |
| \$ 0.18 | 5,243,254 | 9.4 | \$ 0.18 | 613,650 | \$0.18 |
| | 5,243,254 | | | 613,650 | |

| | Number of Shares | Weighted Average Price Per Share |
|----------------------------------|------------------|----------------------------------|
| Outstanding at January 1, 2003 | - | \$ - |
| Granted | - | - |
| Exercised | - | - |
| Canceled or expired | - | - |
| Outstanding at December 31, 2003 | - | - |
| Granted | 5,243,254 | 0.18 |
| Exercised | - | - |
| Canceled or expired | - | - |
| Outstanding at December 31, 2004 | 5,243,254 | \$ 0.18 |

The weighted-average fair value of stock options vested during the year ended December 31, 2004 and the weighted-average significant assumptions used to determine those fair values, using a Black-Scholes option pricing model are as follows:

| | 2004 |
|---|-------|
| Significant assumptions (weighted-average): | |
| Risk-free interest rate at grant date | 3.69% |

| | |
|---------------------------------|------|
| Expected stock price volatility | 114% |
| Expected dividend payout | 0% |
| Expected option life-years (a) | 3yrs |

(a)The expected option life is based on management's estimate.

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS123R). This Statement requires public entities to measure the cost of equity awards to employees based on the grant-date value of the award. The Company has elected early adoption of this Statement, effective for 2004, in advance of the Company's required adoption date of December 15, 2005. During the year ended December 31, 2004, the Company recognized \$426,081 as expense relating to vested stock options. \$92,402 of the \$426,081 is included on the statement of losses as R&D expense, the remainder of the expense is included in general and administrative expense.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE J - STOCK OPTIONS AND WARRANTS (continued)Warrants

The following table summarizes the changes in warrants outstanding and the related exercise prices for the shares of the Company's common stock issued by the Company as of December 31, 2004:

| Exercise Prices | Number Outstanding | Warrants Outstanding & Exercisable Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price |
|-----------------|--------------------|---|---------------------------------|
| \$ 0.01 | 267,000 | 4.5 | \$ 0.01 |
| \$ 0.1835 | 411,104 | 4.5 | \$ 0.1835 |
| \$ 0.1835 | 1,912,100 | 4.5 | \$ 0.1835 |
| \$ 0.01 | 89,500 | 4.5 | \$ 0.01 |
| \$ 0.18 | 250,000 | 5 | \$ 0.18 |
| \$ 0.1835 | 50,000 | 4.5 | \$ 0.1835 |
| | 2,979,704 | | \$ 0.16 |

| | Number of Shares | Weighted Average Exercise Price |
|----------------------------------|------------------|---------------------------------|
| Outstanding at January 1, 2003 | - | \$ - |
| Granted | - | - |
| Exercised | - | - |
| Canceled or expired | - | - |
| Outstanding at December 31, 2003 | - | - |
| Granted | 5,382,704 | 0.09 |
| Exercised | (2,403,000) | 0.01 |
| Canceled or expired | - | - |
| Outstanding at December 31, 2004 | 2,979,704 | \$ 0.16 |

All warrants were exercisable at the date of grant. All of the warrants, except 250,00 warrants, were issued in connection with financing. The Company granted a warrant to purchase 250,000 shares at \$0.18 per share to a non-employee for consulting services in June 2004. The warrant was valued at the fair market value of services performed. The Company recognized \$11,000 as R&D expense relating to this warrant for the year ended December 31, 2004. The Black-Scholes option pricing model was used to value the 89,500 warrants with an exercise price of \$0.01 which were issued in connection with a restructure of a note payable immediately prior to the merger. The \$3,382 value of these warrants was recorded as additional paid-in capital. The following assumptions were used.

2004

Significant assumptions (weighted-average):

| | |
|---------------------------------------|-------|
| Risk-free interest rate at grant date | 3.93% |
| Expected stock price volatility | 0% |
| Expected dividend payout | 0% |
| Expected option life-years (a) | 5yrs |

(a)The expected option life is based on management's estimate.

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GRANT LIFE SCIENCES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE K - COMMITMENTS

On July 20, 2004, the Company entered into an exclusive license agreement to use certain technologies in its cervical cancer tests. The term of the license agreement is 17 years, and requires the Company to make annual royalty payments ranging from 1% to 3% of net sales, with annual minimum royalty payments of \$48,000 to be paid monthly in \$4,000 installments. The license agreement can be terminated with 90 days notice.

Minimum payments due under this license agreement are as follows:

| Year | Amount |
|----------------|------------|
| 2005 | \$ 48,000 |
| 2006 | 48,000 |
| 2007 | 48,000 |
| 2008 | 48,000 |
| 2009 and after | 600,000 |
| | \$ 792,000 |

The Company leases office space in North Carolina under a 1-year lease which expires September 30, 2005. The Company leases office space in Utah under a 1-year lease which expires August 31, 2005. Lab space is leased in Utah under a 1-year lease which expires March 31, 2005.

NOTE L - GOING CONCERN

The accompanying statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the consolidated financial statements during the years ended December 31, 2004 and 2003, the Company incurred losses from operations of \$1,910,350 and \$253,881, respectively, and has a deficit accumulated during the development stage of \$3,381,340 as of December 31, 2004. In addition, the Company has had negative cash flow from operating activities since inception. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon management's ability to develop profitable operations and resolve its liquidity problems. Management anticipates the Company will attain profitable status and improve its liquidity through the continued development and sale of its products and additional equity investment in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

In order to improve the Company's liquidity, the Company is actively pursuing additional debt and equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing.

NOTE M- SUBSEQUENT EVENTS

In March 2005, convertible notes totaling \$122,500 plus accrued interest of \$7,350 converted into 1,395,322 shares of stock, per the terms of the notes. \$1,230 of interest was forgiven.

On March 7, 2005, the Company signed a 10-year licensing agreement for rapid test technologies. Under the terms of the agreement, the Company will make an initial payment of \$15,000, execute a note for \$35,000 payable over two years, and pay royalties on net sales of licensed products. The license can be terminated with 90 days notice by the Company.

On March 15, 2005, the Company obtained bridge financing of \$200,000. The Company signed a \$200,000 note, secured by the Company's assets, with an interest rate of 8% due June 15, 2005 or when the Company receives proceeds of \$2,000,000 from the sale of stock or debt securities, whichever is sooner. Interest is payable in cash at the end of each month. The Company issued 250,000 5-year warrants, with an exercise price of \$0.40, to the lender. The exercise price of the warrants is adjustable downward if equity is issued in the future for a price less than the exercise price of these warrants.

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PART II ~~INFORMATION NOT REQUIRED IN PROSPECTUS~~

ITEM 24. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Under the Nevada Revised Statutes and our Amended and Restated Articles of Incorporation, our directors and officers will have no individual liability to us or our stockholders or creditors for any damages resulting from the officer's or director's act or failure to act in his or her capacity as an officer or director unless it is proven that (i) the officer's or director's act or failure to act constituted a breach of his or her fiduciary duties as an officer or director; and (ii) the officer's or director's breach of those duties involved intentional misconduct, fraud or a knowing violation of law. The effect of this statute and our Amended and Restated Articles of Incorporation is to eliminate the individual liability of our officers and directors to the corporation or its stockholders or creditors, unless any act or failure to act of an officer or director meets both situations listed in (i) and (ii) above.

Our Amended and Restated Articles of Incorporation provide for the indemnification of our officers and directors to the maximum extent permitted by Nevada law. The Nevada Revised Statutes also provide that a corporation may indemnify any officer or director who is a party or is threatened to be made a party to a litigation by reason of the fact that he or she is or was an officer or director of the corporation, or is or was serving at the request of the corporation as an officer or director of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such officer or director if (i) there was no breach by the officer or director of his or her fiduciary duties to the corporation involving intentional misconduct, fraud or knowing violation of law; or (ii) the officer or director acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

These provisions of our Amended and Restated Articles of Incorporation become effective 20 days after the Information Statement is first mailed to our stockholders.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the fees and expenses we expect to incur in connection with the issuance and distribution of the securities being registered. With the exception of the SEC registration fee, all amounts are estimates. .

| | |
|---|-----------|
| Securities and Exchange Commission Registration Fee | \$ 2,310 |
| Printing Fees and Expenses | \$ 1,000 |
| Legal Fees and Expenses | \$ 72,000 |
| Accounting Fees and Expenses | \$ 23,000 |
| Miscellaneous | \$ 18,000 |

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES

On July 30, 2004, in connection with the Merger, we issued 30,565,246 shares of our common stock, and options and warrants to purchase 6,972,754 shares of our common stock to the holders of common stock, convertible notes and options to purchase common stock of Impact Diagnostics Upon effectiveness of the increase in our authorized common stock on November 12, 2004, we issued 7,464,950 shares of our common stock to certain stockholders of Impact Diagnostics who were entitled to receive shares of our common stock in the Merger.

On July 30, 2004, we issued 2,270,000 shares of our common stock to Bridges & Pipes LLC pursuant to the conversion of a \$200,000 convertible promissory note dated April 14, 2004.

Between July 30 and August 19, 2004, we sold a total of 1,912,125 units, at a purchase price of \$0.9175 per unit (\$0.1835 per share), resulting in gross proceeds to us of \$1,754,375. Each unit is comprised of five (5) shares of our common stock and a warrant to purchase one (1) share of our common stock at an exercise price of \$0.1835 per share. The units were sold to individuals and institutional investors, all of whom were “accredited investors”, as defined by Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”). Each of the investors represented to us that the investor was an accredited investor and represented to us the investor’s intention to acquire our securities for investment purposes only and not with a view to or for sale in connection with any distribution thereof.

In August 2004, we issued 2,670,000 warrants to Duncan Capital Group LLC as compensation for acting as our financial advisor in connection with the Merger. These warrants have an exercise price of \$0.01 per share. In August 2004, we issued 411,104 warrants to Duncan Capital LLC as compensation for acting as our placement agent in connection with the sale of our units in a private financing. The warrants have an exercise price of \$0.1835 per share. In November 2004, 2,403,000 of the warrants with the \$0.01 exercise price were exercised, resulting in \$24,030 of proceeds to us.

In August 2004, we issued 89,918 shares of our common stock to Blaine Taylor in consideration for the conversion of \$16,500 owned to him by us pursuant to a convertible promissory note.

In August 2004, we issued 159,557 shares of our common stock to Mitchell Godfrey in consideration for the conversion of \$29,278 owned to him by us pursuant to a convertible promissory note.

In November 2004, we issued 250,000 shares of our common stock to David Bolick in connection with consulting services performed on our behalf prior to the merger.

In March 2005, we issued 1,395,322 shares of our common stock to convertible note holders in exchange for the cancellation of \$122,500 of notes, plus accrued interest of \$7,350, pursuant to the original terms of the notes.

In March 2005, we issued a an 8% Senior Secured Note due June 15, 2005 in the principal amount of \$200,000 and a warrant to purchase up to an aggregate of 250,000 shares of our common stock to DCOFI Master LDC in connection with bridge financing of \$200,000.

* All of the above offerings and sales were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of Grant Life Sciences or executive officers of Grant Life Sciences, and transfer was restricted by Grant Life Sciences in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

ITEM 27. EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of July 6, 2004, by and among Grant Ventures, Inc., Impact Acquisition Corporation and Impact Diagnostics, Inc. (1) |
| 3.1 | Articles of Incorporation of North Ridge Corporation, filed with the Secretary of State of Nevada on January 31, 2000. (1) |
| 3.2 | Certificate of Amendment to Articles of Incorporation of North Ridge Corporation, changing its name to Grant Ventures, Inc. and changing its authorized capital to 50,000,000 shares, par value \$0.001 per share, filed with the Secretary of State of Nevada on May 30, 2001. (1) |
| 3.3 | Form of Amended and Restated Articles of Incorporation of Grant Ventures, Inc. (1) |
| 3.4 | Articles of Merger for the merger of Impact Diagnostics, Inc. (Utah) and Impact Acquisitions Corporation (Utah), filed with the Secretary of State of Utah on July 30, 2004. (1) |
| 3.5 | Bylaws of Grant Life Sciences, Inc. (2) |
| 4.1 | Securities Purchase Agreement between Grant Ventures, Inc. and the purchasers party thereto. (1) |
| 4.2 | Registration Rights Agreement between Grant Ventures, Inc. and the purchasers party thereto. (1) |
| 4.3 | Form of Common Stock Purchase Warrant. (1) |
| 5.1 | Opinion of Sichenzia Ross Friedman Ference LLP |
| 10.1 | 6% Convertible Promissory Note in the amount of \$350,000, dated as of July 23, 2004, between Impact Diagnostics, Inc. and James H. Donell, as receiver of Citadel Capital Management, Inc. (1) |
| 10.2 | Warrant, dated July 23, 2004, of James H. Donell, as receiver of Citadel Capital Management, Inc., to purchase 89,500 shares of common stock of Impact Diagnostics, Inc. (1) |
| 10.3 | Letter Agreement, dated July 1, 2004, between Impact Diagnostics, Inc. and Duncan Capital LLC. (1) |
| 10.4 | Letter Agreement, dated July 1, 2004, between Impact Diagnostics, Inc. and Michael Ahlin. (1) |
| 10.5 | Letter Agreement, dated July 1, 2004, between Impact Diagnostics, Inc. and Dr. Mark Rosenfeld. (1) |
| 10.6 | 2004 Stock Incentive Plan of Grant Ventures, Inc. (1) |
| 10.7 | Incentive Stock Option Agreement, dated as of July 6, 2004, between Impact Diagnostics, Inc. and Stan Yakatan. (1) |
| 10.8 | Incentive Stock Option Agreement, dated as of July 6, 2004, between Impact Diagnostics, Inc. and John C. Wilson.(1) |
| 10.9 | Employment Agreement between Michael L. Ahlin and Impact Diagnostics, Inc., dated January 1, 2004, as amended by the Amendment of Employment Agreement, dated July 1, 2004. (1) |
| 10.10 | Employment Agreement between Mark J. Rosenfeld and Impact Diagnostics, Inc., dated January 1, 2004, as amended by the Amendment of Employment Agreement, dated July 1, 2004. (1) |
| 10.11 | Exclusive License Agreement between Impact Diagnostics Incorporation and Dr. Yao Xiong Hu, M.D., dated July 20, 2004 (incorporated by reference to Form 10-QSB filed with SEC on November 19, 2004). (2) |
| 10.12 | Exclusive License Agreement dated March 7, 2005 by and between Grant Life Sciences, Inc. and AccuDx Corporation (incorporated by reference to Form 8-K filed with SEC on March 11, 2005). |
| 10.13 | Consulting Agreement dated March 7, 2005 by and between Grant Life Sciences, Inc. and Ravi and Dr. Indira Pottahil (incorporated by reference to Form 8-K filed with SEC on March 11, 2005). |
| 10.14 | Promissory Note in the name of AccuDx Corporation dated March 7, 2005 (incorporated by reference to Form 8-K filed with SEC on March 11, 2005). |
| 10.15 | Securities Purchase Agreement dated as of March 15, 2005 among Grant Life Sciences, Inc. and the purchasers signatory thereto (incorporated by reference to Form 8-K filed with SEC on March 21, 2005). |
| 10.16 | |

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- Security Agreement dated as of March 15, 2005 among Grant Life Sciences, Inc. and the holders of the Notes (incorporated by reference to Form 8-K filed with SEC on March 21, 2005).
- 10.17 Registration Rights Agreement dated as of March 15, 2005 among Grant Life Sciences, Inc. and the purchasers signatory thereto (incorporated by reference to Form 8-K filed with SEC on March 21, 2005).
- 10.18 8% Senior Secured Note dated March 15, 2005 in the name of DCOFI Master LDC (incorporated by reference to Form 8-K filed with SEC on March 21, 2005).
- 10.19 Securities Purchase Agreement dated as of March 15, 2005 among Grant Life Sciences, Inc. and the purchasers signatory thereto (incorporated by reference to Form 8-K filed with SEC on March 21, 2005).
- 10.20 Employment Agreement dated April 6, 2005 between Don Rutherford and Grant Life Sciences, Inc. (incorporated by reference herein to Form 8-K filed with The SEC on April 12, 2005).
- 21.1 Subsidiaries of Grant Life Sciences, Inc. (1)
- 23.1 Consent of Tanner LC.
- 23.2 Consent of Russell Bedford Stefanou Mirchandani LLP
- 23.3 Consent of Sichenzia Ross Friedman Ference LLP (see exhibit 5.1).

(1) Previously filed as an exhibit to registration statement on Form SB-2 filed September 30, 2004

(2) Previously filed as an exhibit to registration statement on Form SB-2 filed February 11, 2005

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the city of Los Angeles, state of California on April 28, 2005.

GRANT LIFE SCIENCES, INC.

By: /s/ Stan Yakatan

 Stan Yakatan
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stan Yakatan and Don Rutherford and each or either of them, his true and lawful attorneys-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement and to sign a registration statement pursuant to Section 462(b) of the Securities Act of 1933, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

| Signature | Title | Date |
|--------------------------------------|--|----------------|
| /s/ Stan Yakatan Stan Yakatan | President, Chief Executive Officer and Chairman of the Board | April 28, 2005 |
| /s/ Don Rutherford Don Rutherford | Chief Financial Officer | April 28, 2005 |
| /s/ Michael Ahlin Michael Ahlin | Vice President and Director | April 28, 2005 |
| /s/ Jack Levine Jack Levine | Director | April 28, 2005 |
| /s/ Kevin Crow Kevin Crow | Director | April 28, 2005 |

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/s/ Erik Wilkinson
Erik Wilkinson

Director

April 28, 2005

/s/ Carmen Medina
Carmen Medina

Director

April 28, 2005