

VOLITIONRX LTD
Form 10-Q
July 29, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

X . QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2013**

. TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission File Number: 000-30402

VOLITIONRX LIMITED

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

91-1949078
(I.R.S. Employer Identification No.)

1 Scotts Road

#24-05 Shaw Centre

Singapore 228208

(Address of principal executive offices)

Telephone: (212) 618-1750

Facsimile: +65 6333 7235

(Registrant's Telephone and Facsimile Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

. Yes . No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

. Yes . No (Not required)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

.

Accelerated Filer

.

Non-Accelerated Filer

.

Smaller Reporting Company

X.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

. Yes X. No

As of July 29, 2013, there were 10,941,854 shares of the registrant s \$0.001 par value common stock issued and outstanding.

VOLITIONRX LIMITED *

TABLE OF CONTENTS

		<u>PAGE</u>
<u>PART I</u>	<u>FINANCIAL INFORMATION</u>	3
ITEM 1.	CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	3
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	13
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	16
ITEM 4.	CONTROLS AND PROCEDURES	16
<u>PART II</u>	<u>OTHER INFORMATION</u>	
ITEM 1.	LEGAL PROCEEDINGS	17
ITEM 1A.	RISK FACTORS	17
ITEM 2.	UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	17
ITEM 3.	DEFAULTS UPON SENIOR SECURITIES	18
ITEM 4.	MINE SAFETY DISCLOSURES	18

ITEM 5.	OTHER INFORMATION	19
ITEM 6.	EXHIBITS	19

Special Note Regarding Forward-Looking Statements

Information included in this Form 10-Q contains forward-looking statements. This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of VolitionRX Limited (the Company), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words may, will, should, expect, anticipate, estimate, believe, intend, or project or the negative of these words or on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

**Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we," "our," "us," the "Company," or "VNRX" refers to VolitionRX Limited.*

PART I - FINANCIAL INFORMATION

ITEM 1.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

VOLITIONRX LIMITED

(A Development Stage Company)

Condensed Consolidated Financial Statements

For the Period Ended June 30, 2013 and December 31, 2012

(Unaudited)

Condensed Consolidated Balance Sheets	4
Condensed Consolidated Statements of Operations and Comprehensive Loss	5
Condensed Consolidated Statements of Cash Flows	6
Condensed Consolidated Notes to the Financial Statements	7

VOLITIONRX LIMITED

(A Development Stage Company)

Condensed Consolidated Balance Sheets

(Expressed in US dollars)

(unaudited)

	June 30, 2013	December 31, 2012
	\$	\$
ASSETS		
Cash	750,749	376,421
Prepaid expenses - related party	215,833	250,833
Prepaid expenses	53,374	28,520
Other current assets	39,672	39,368
Total Current Assets	1,059,628	695,142
Property and equipment, net	75,214	91,386
Intangible assets, net	1,358,626	1,430,238
Total Assets	2,493,468	2,216,766
LIABILITIES		
Accounts payable and accrued liabilities	674,340	694,910
Note payable - related party	-	52,860
Total Current Liabilities	674,340	747,770
Grant repayable	1,140,542	635,201
Total Liabilities	1,814,882	1,382,971
STOCKHOLDERS' EQUITY		

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Common Stock

Authorized: 200,000,000 shares, at \$0.001 par value

Issued and outstanding: 10,941,854 shares and 10,191,562, respectively	10,942	10,192
Additional paid-in capital	10,254,702	8,443,512
Accumulated other comprehensive loss	(46,134)	(34,276)
Deficit accumulated during the development stage	(9,540,924)	(7,585,633)
Total Stockholders Equity	678,586	833,795
Total Liabilities and Stockholders Equity	2,493,468	2,216,766

(The accompanying notes are an integral part of these condensed consolidated financial statements)

VOLITIONRX LIMITED

(A Development Stage Company)

Condensed Consolidated Statements of Operations and Comprehensive Loss

(Expressed in US dollars)

(unaudited)

	For the three months ended June 30, 2013 \$	For the three months ended June 30, 2012 \$	For the six months ended June 30, 2013 \$	For the six months ended June 30, 2012 \$	For the period from August 5, 2010 (Date of Inception) to June 30, 2013 \$
Revenue		11,707		27,379	54,968
Expenses					
General and administrative	123,143	149,055	174,699	187,060	889,921
Professional fees	92,394	67,423	157,359	131,216	1,172,191
Salaries and office administrative fees	191,315	167,263	389,392	371,835	1,833,567
Research and development	640,639	559,432	1,233,838	1,070,478	5,700,213
Total Operating Expenses	1,047,491	943,173	1,955,288	1,760,589	9,595,892
Net Operating Loss	(1,047,491)	(931,466)	(1,955,288)	(1,733,210)	(9,540,924)
Provision for income taxes					—
Net Loss	(1,047,491)	(931,466)	(1,955,288)	(1,733,210)	(9,540,924)
Other Comprehensive Loss					
Foreign currency translation adjustments	(12,871)	(35,933)	(11,858)	(39,259)	(46,134)
	(12,871)	(35,933)	(11,858)	(39,259)	(46,134)

Total Other Comprehensive Loss

Net Comprehensive Loss	(1,060,362)	(967,399)	(1,967,146)	(1,772,469)	(9,587,058)
Net Loss per Share Basic and Diluted	(0.10)	(0.10)	(0.19)	(0.20)	
Weighted Average Shares Outstanding Basic and Diluted	10,642,175	9,031,291	10,427,414	8,838,472	

(The accompanying notes are an integral part of these condensed consolidated financial statements)

VOLITIONRX LIMITED

(A Development Stage Company)

Condensed Consolidated Statements of Cash Flows

(Expressed in US dollars)

(unaudited)

	For the six months ended June 30,	For the six months ended June 30,	For the period from August 5, 2010 (Date of Inception) to June 30,
	2013 \$	2012 \$	2013 \$
Operating Activities			
Net loss	(1,955,288)	(1,733,210)	(9,540,924)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	72,525	69,815	347,987
Stock based compensation	166,669	341,471	1,432,118
Common stock and warrants issued to settle liabilities for services	223,771	264,332	1,453,429
Amortization of stock issued in advance of services	35,000	35,000	134,167
Changes in operating assets and liabilities:			
Accounts receivable		(11,707)	
Prepaid expenses	(26,421)	(1,701)	(51,970)
Other current assets	(776)	(4,790)	(7,457)
Accounts payable and accrued liabilities	(62,576)	(102,964)	403,943
Net Cash Used In Operating Activities	(1,547,096)	(1,143,754)	(5,828,707)
Investing Activities			
Purchases of property and equipment	(714)	(71,121)	(126,264)
Net Cash Used in Investing Activities	(714)	(71,121)	(126,264)

Financing Activities

Proceeds from issuance of common shares	1,421,500	1,287,376	5,861,104
Grants received	517,280		1,193,626
Proceeds from note payable			59,942
Repayment of note payable related party	(1,321)		(357,128)
Cash acquired through reverse merger			100
Net Cash Provided By Financing Activities	1,937,459	1,287,376	6,757,644
Effect of foreign exchange on cash	(15,321)	(34,144)	(51,924)
Increase in Cash	374,328	38,357	750,749
Cash Beginning of Period	376,421	347,892	
Cash End of Period	750,749	386,249	750,749

Supplemental Disclosures of Cash Flow Information

Interest paid
Income tax paid

Non Cash Financing Activities::

Acquisition of subsidiary for debt			1,000,000
Common stock issued for debt	18,583		1,169,943

(The accompanying notes are an integral part of these condensed consolidated financial statements)

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 1 - Condensed Financial Statements

The accompanying financial statements have been prepared by VolitionRX Limited (the Company) without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2013, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2012 audited financial statements. The results of operations for the periods ended June 30, 2013 and 2012 are not necessarily indicative of the operating results for the full years.

Note 2 - Going Concern

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred losses since inception of \$9,540,924 and currently has very limited revenues, which creates substantial doubt about its ability to continue as a going concern.

The future of the Company as an operating business will depend on its ability to obtain sufficient capital contributions and/or financing as may be required to sustain its operations. Management's plan to address this need includes, (a) continued exercise of tight cost controls to conserve cash, (b) receiving additional grant funds, and (c) obtaining additional financing through debt or equity financing.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

Note 3 - Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with US generally accepted accounting principles 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 date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company also regularly evaluates estimates and assumptions related to deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Reclassification of Financial Statement Accounts

Certain reclassifications have been made to prior periods' data to conform to the current year's presentation. These reclassifications had no effect on reported income or losses or working capital ratios.

Principles of Consolidation

The accompanying condensed consolidated financial statements for the period ended June 30, 2013 include the accounts of the Company and its wholly-owned subsidiaries, Singapore Volition Pte Ltd., Belgian Volition SA, and Hypergenomics Pte. Ltd. All significant intercompany balances and transactions have been eliminated in consolidation.

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 3 - Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at June 30, 2013 and December 31, 2012, the Company had \$750,749 and \$376,421, respectively in cash and cash equivalents.

Basic and Diluted Net Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings Per Share, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. As of June 30, 2013, 549,519 dilutive warrants and options and 1,352,846 potentially dilutive options were excluded from the Diluted EPS calculation as their effect is anti dilutive.

Foreign Currency Translation

The Company's functional currency is the Euro and its reporting currency is the United States dollar. Management has adopted ASC 830-20, Foreign Currency Matters - Foreign Currency Transactions. All assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. For revenues and expenses, the weighted average exchange rate for the period is used. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in other comprehensive loss.

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements issued since the last audit of our consolidated financial statements. The Company's management believes that these recent pronouncements will not have a material effect on the Company's consolidated financial statements.

Note 4 - Intangible Assets

The Company's intangible assets consist of intellectual property, principally patents, acquired in the acquisition of ValiBio SA. The patents are being amortized over their remaining lives, which are 10 years and 18 years.

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 4 - Intangible Assets (continued)

	Cost \$	Accumulated Amortization \$	December 31, 2012 Net Carrying Value \$
Patents	1,666,346	236,108	1,430,238
	1,666,346	236,108	1,430,238
	Cost \$	Accumulated Amortization \$	June 30, 2013 Net Carrying Value \$
Patents	1,648,144	289,518	1,358,626
	1,648,144	289,518	1,358,626

During the six month period ended June 30, 2013, and the year ended December 31, 2012, the Company recognized \$56,942 and \$112,056 in amortization expense respectively.

The Company amortizes the long-lived asset on a straight line basis with terms ranging from 13 to 20 years. The annual estimated amortization schedule over the next five years is as follows:

2013	\$56,942
2014	\$113,884
2015	\$113,884
2016	\$113,884
2017	\$113,884

The Company periodically reviews its long lived assets to ensure that their carrying value does not exceed their fair market value.

Note 5 - Related Party Transactions

The Company contracts with a related party to rent office space, be provided office support staff, and have consultancy services provided on behalf of the Company. See Note 8 for obligation under the contract.

Note 6 - Common Stock

During the six month period ended June 30, 2013, the Company issued 297,500 shares of common stock for a total of \$534,500 at a price of \$2.00 per share. The amount received was net of \$60,500 fees and expenses to an agent. Remuneration to the agent also included 29,750 warrants, immediately exercisable for a period of five years at a price of \$2.00 per share. The warrants were valued at \$71,918, using the Black-Scholes Option Pricing model using the following assumptions: Five-year term, \$2.43 stock price, \$2.00 exercise price, 246% volatility, 1.13% risk free rate.

During the six month period ended June 30, 2013, the Company issued 443,500 shares of common stock for a total of \$887,000 at a price of \$2.00 per share. During the same period the Company also issued 9,292 shares of common stock to consultants and directors to settle liabilities for services valued at \$18,583 at a price of \$2.00 per share.

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 7 Warrants and Options

During the six month period ended June 30, 2013, the Company issued 29,750 warrants to an agent as part remuneration in respect of the issuance of 297,500 shares for net proceeds of \$534,500. The Company has valued the warrants at \$71,918. Each warrant is exercisable immediately for five years at an exercise price of \$2.00.

During the six month period ended June 30, 2013, the Company issued 200,000 warrants to a consultant for services at an exercise price of \$2.47, expiring three years after vesting. 25,000 warrants vest immediately, and the vesting of the remaining 175,000 warrants is contingent upon the achievement of specific milestones. The Company estimates that vesting of these latter warrants will take place over the three years to March 2016. The warrants were valued at \$456,367 using the Black-Scholes Option Pricing model using the following assumptions: Three-year term, \$2.35 stock price, \$2.47 exercise price, 253% volatility, 0.38% risk free rate.

During the year ended December 31, 2012, the Company issued 50,000 warrants for investor relations services rendered to the Company. The warrants are exercisable immediately for three years at an exercise price of \$3.25. The warrants were valued at \$145,431 using the Black-Scholes Option Pricing model using the following assumptions: Three-year term, \$3.00 stock price, \$3.25 exercise price, 251% volatility, 0.32% risk free rate. These warrants were cancelled by mutual agreement for no consideration during the six month period ended June 30, 2013.

Below is a table summarizing the warrants issued and outstanding as of June 30, 2013.

Date Issued	Number Outstanding	Exercise Price \$	Contractual Life (Years)	Expiration Date	Value if Exercised \$
03/15/11	200,000	0.50	5	3/15/2016	100,000
03/24/11	100,000	0.50	5	3/24/2016	50,000

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04/01/11	100,000	0.50	5	4/1/2016	50,000
06/21/11	100,000	0.50	5	6/21/2016	50,000
07/13/11	250,000	1.05	5	07/13/16	262,500
05/11/12	344,059	2.60	4	05/10/16	894,553
05/11/12	26,685	1.75	3	05/10/15	46,699
03/20/13	200,000	2.47	3	03/20/16- 03/20/19	494,000
06/10/13	29,750	2.00	5	06/10/18	59,500
06/30/13	1,350,494	1.49	4.4		\$2,007,252

Options to purchase 100,000 shares were granted on December 13, 2012. These options are exercisable immediately, and expire three years from the date of grant, at an exercise price of \$3.01.

Options to purchase 37,000 shares were granted on March 20, 2013. These options vest in equal six monthly installments over three years from the date of grant, and expire three years after the vesting dates. The exercise prices are \$2.35 for options vesting in the first year, \$3.35 for options vesting in the second year, and \$4.35 for options vesting in the third year.

The Company has calculated the estimated fair market value of the options granted to employees and non-employees in exchange for services using the Black-Scholes Option Pricing model and the following assumptions.

a)

100,000 options granted December 13, 2012 --stock price at valuation, \$3.15; expected term of 3 years, exercise price of \$3.01, a risk free interest rate of 0.34%, a dividend yield of 0% and volatility of 251%.

b)

37,000 options granted March 20, 2013 --stock price at valuation, \$2.35; expected term of 3 years, exercise prices of \$2.35-\$4.35, a risk free interest rate of 0.38%, a dividend yield of 0% and volatility of 253%.

During the six month period ended June 30, 2013, 20,000 options expired following termination of employment.

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 7 Warrants and Options (Continued)

Below is a table summarizing the options issued and outstanding as of June 30, 2013.

Date Issued	Number Outstanding	Exercise Price \$	Contractual Life (Years)	Expiration Date	Value if Exercised \$
11/25/11	700,000	3.00-5.00	3	05/25/15-11/25/17	2,790,000
09/01/12	30,000	4.31-6.31	3	03/01/16-09/01/18	159,300
12/13/12	100,000	3.01	3	12/13/15	301,000
03/20/13	37,000	2.35-4.35	3	09/20/16-03/20/19	123,950
06/30/13	867,000	\$3.89	3		\$3,374,250

Note 8 Commitments and Contingencies

a) Walloon Region Grant

On March 16, 2010, the Company entered into an agreement with the Walloon Region government in Belgium wherein the Walloon Region would fund up to a maximum of \$1,363,160 (€1,048,020) to help fund the research endeavors of the Company. The Walloon Region agreed to provide working capital of \$545,264 (€419,208), which was received by the Company during January 2011, together with \$75,057 (€57,705) in respect of approved expenditures. The Company also received \$520,221 (€399,955) during the three months ended June 30, 2013 for approved expenditures. The Company will be obligated to pay a minimum of \$408,948 (€314,406) if the project is deemed to be a failure under the terms of the agreement. If the project is deemed a success, the Company will pay both the minimum of \$408,948 (€314,406) and a 6 percent royalty on all relevant sales. The maximum amount payable due to the Walloon Region is twice the amount of funding received.

b) Administrative Support Agreement

On August 6, 2010, the Company entered into an agreement with a related party to rent office space, contract for office support staff, and have consulting services provided on behalf of the Company. The agreement requires the Company to pay \$5,700 per month for office space and staff services as well as approximately \$17,300 per month in fees for two senior executives. The Company is also required to pay for all reasonable expenses incurred. The contract is in force for 12 months with automatic extensions of 12 months with a 3 month notice required for termination of the contract.

c) Leases

On January 26, 2012, the Company entered into a new lease agreement in respect of its laboratory space at Namur in Belgium for \$1,301 (€1,000) per month commencing April 1, 2012, for an initial period of one year, extended on terms yet to be agreed. On February 29, 2012, the Company entered into a lease agreement for additional laboratory and office space at Namur for approximately \$4,986 (€3,833) per month commencing April 1, 2012, for a period of two years and eight months. Under this agreement the Company is also obliged to pay \$1,951 (€1,500) per month as a provisional amount against expenses. On March 23, 2012, the Company entered into a lease agreement in respect of an apartment at Namur in Belgium for \$806 (€620) per month commencing April 1, 2012, for an initial period of one year, extended for a further year.

d) Bonn University Agreement

On July 11, 2012, the Company entered into an agreement with Bonn University, Germany, relating to a program of samples testing. The agreement is for a period of two years commencing June 1, 2012, and the total payments to be made by the Company in accordance with the agreement are \$507,273 (€390,000).

e) Legal Proceedings

There are no legal proceedings which the Company believes will have a material adverse effect on its financial position.

VOLITIONRX LIMITED

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

June 30, 2013 and December 31, 2012

(unaudited)

Note 9 Subsequent Events

Subsequent to June 30, 2013, the Company received cash subscriptions of \$150,000 for 75,000 shares at \$2.00 per share

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as anticipate, expect, intend, plan, believe, foresee, estimate and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. You should read this report completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Liquidity and Capital Resources

As of June 30, 2013, the Company had cash of \$750,749 and other current assets of \$93,046, excluding non-cash prepaid expenses of \$215,833. The Company had current liabilities of \$674,340. This represents a working capital surplus of \$169,455. Subsequent to June 30, 2013, the Company has received subscriptions for 75,000 new shares totaling \$150,000, in connection with a private placement. As of the date of filing this Report, the Company's cash reserves are only adequate to fund operations for a limited period of time.

We intend to use our cash reserves to fund further research and development activities. We do not currently have any substantial source of revenues and expect to rely on additional financing. We are pursuing plans to seek further capital through the sale of additional stock by way of private placement, but there is no assurance that we will be successful in raising further funds.

In the event that additional financing is delayed, the Company will prioritize the maintenance of its research and development personnel and facilities, primarily in Belgium, and the maintenance of its patent rights. However the completion of development of the current pipeline of intended products for the RUO market would be delayed, as would clinical validation studies and regulatory approval processes for the purpose of bringing products to the IVD market. In the event of an ongoing lack of financing, we may be obliged to discontinue operations, which will adversely affect the value of our common stock.

Overview of Operations

Management has identified the specific processes and resources required to achieve the near term objectives of the business plan, including personnel, facilities, equipment, research and testing materials including antibodies and clinical samples, and the protection of intellectual property. Some of these resources have already been acquired and are reflected in the costs for prior periods, and others are dependent upon obtaining additional financing. To date, operations have proceeded satisfactorily in relation to the business plan. However it is possible that some resources will not readily become available in a suitable form or on a timely basis or at an acceptable cost. It is also possible that the results of some processes may not be as expected and that modifications of procedures and materials may be required. Such events could result in delays to the achievement of the near term objectives of the business plan, in particular the completion of development of our intended products for the RUO market and the progression of clinical validation studies and regulatory approval processes for the purpose of bringing products to the IVD market. However, at this point, the most significant risk to the Company is that it will not succeed in obtaining additional financing in the short term.

Results of Operations**Three Months Ended June 30, 2013**

The following table sets forth the Company's results of operations for the three months ended on June 30, 2013 and the comparative period of three months ended June 30, 2012.

	Three months Ended June 30, 2013 (\$)	Three months Ended June 30, 2012 (\$)	Increase/ (Decrease) (\$)	Percentage Increase/ (Decrease) (%)
Revenues		11,707	(11,707)	(100%)
Operating Expenses	(1,047,491)	(943,173)	(104,318)	11%
Other Income (Expenses)				
Income Taxes				
Net Loss	(1,047,491)	(931,466)	(116,025)	12%
Basic and Diluted Loss Per Common Share	(0.10)	(0.10)		
Weighted Average Basic and Diluted Common Shares Outstanding	10,642,175	9,031,291	1,610,884	18%

Revenues

The Company had revenues of Nil from operations in the three months ended June 30, 2013, compared to revenues of \$11,707 in the comparative period for the three months ended June 30, 2012. The Company's operations are in the development stage.

Operating Expenses

For the three months ended June 30, 2013, the Company's operating expenses increased by \$104,318, or 11%. Operating expenses are comprised of salaries and office administrative fees, research and development expenses, professional fees, and other general and administrative expenses. Salaries and office administrative fees increased by \$24,052 due principally to additional warrant amortization expense. Research and development expenses increased by \$81,207 due to increased R&D activity in terms of staff and related costs, materials and collaboration costs. Professional fees increased by \$24,971 due to additional fees for investor relations and public relations services. General and administrative expenses decreased by \$25,912 due principally to a decrease in fundraising costs.

Net Loss

For the three months ended June 30, 2013, our net loss was \$1,047,491, an increase of \$116,025 or 12% over the comparative period for the three months ended June 30, 2012. The change is a result of the changes described above.

Six Months Ended June 30, 2013

The following table sets forth the Company's results of operations for the six months ended on June 30, 2013 and the comparative period of six months ended June 30, 2012.

	Six months Ended June 30, 2013 (\$)	Six months Ended June 30, 2012 (\$)	Increase/ (Decrease) (\$)	Percentage Increase/ (Decrease) (%)
Revenues		27,379	(27,379)	(100%)
Operating Expenses	(1,955,288)	(1,760,589)	(194,699)	11%
Other Income (Expenses)				
Income Taxes				
Net Loss	(1,955,288)	(1,733,210)	(222,078)	13%
Basic and Diluted Loss Per Common Share	(0.19)	(0.20)		
Weighted Average Basic and Diluted Common Shares Outstanding	10,427,414	8,838,472	1,588,942	18%

Revenues

The Company had revenues of Nil from operations in the six months ended June 30, 2013, compared to revenues of \$27,379 in the comparative period for the six months ended June 30, 2012. The Company's operations are in the development stage.

Operating Expenses

For the six months ended June 30, 2013, the Company's operating expenses increased by \$194,699, or 11%. Operating expenses are comprised of salaries and office administrative fees, research and development expenses, professional fees, and other general and administrative expenses. Salaries and office administrative fees increased by \$17,557 due principally to additional warrant amortization expense. Research and development expenses increased by \$163,360 due to increased R&D activity in terms of staff and related costs, materials, patents and collaboration costs. Professional fees increased by \$26,143 due to additional fees for investor relations and public relations services. General and administrative expenses decreased by \$12,361 due principally to a decrease in fundraising costs.

Net Loss

For the six months ended June 30, 2013, our net loss was \$1,955,288, an increase of \$222,078 or 13% over the comparative period for the six months ended June 30, 2012. The change is a result of the changes described above.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive activities. For these reasons, our auditors stated in their report on our audited financial statements that there is substantial doubt about our ability to continue as a going concern without further financing.

Off-Balance Sheet Arrangements

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

Future Financings

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

Critical Accounting Policies

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

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

Contractual Obligations

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act"). Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective as of June 30, 2013, due to the material weaknesses resulting from no member of our Board of Directors qualifying as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K, and controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Please refer to our Annual Report for the year ended December 31, 2012 on Form 10-K as filed with the SEC on April 1, 2013, for a complete discussion relating to the foregoing evaluation of Disclosures and Procedures.

Changes in Internal Control over Financial Reporting

Our management has also evaluated our internal control over financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of our last evaluation.

The Company is not required by current SEC rules to include, and does not include, an auditor's attestation report. The Company's registered public accounting firm has not attested to Management's reports on the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A.

RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

1.

Quarterly Issuances:

On or about May 1, 2013, the Company issued an aggregate of 208,000 restricted shares of the Company's common stock to one (1) U.S. Accredited Investor and seven (7) Non-U.S. Investors, pursuant to the closing of a private placement. Under the private placement, the Company sold an aggregate of 208,000 common shares at a per share price of \$2.00 for aggregate proceeds to the Company of \$416,000.

The shares issued to the one (1) U.S. Accredited Investor were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, ("Securities Act"), and Rule 506 of Regulation D, as more specifically set forth below, on the basis that the securities were offered and sold in a non-public offering to an accredited investor who had access to registration-type information about the Company. The shares issued to the seven (7) Non-U.S. Investors were issued pursuant to Rule 903 of Regulation S, as more specifically set forth below, on the basis that the investor was not a U.S. person as defined in Regulation S, was not acquiring the shares for the account or benefit of a U.S. person, and the sale of the shares was completed in an "offshore transaction".

On or about June 10, 2013, the Company issued an aggregate of 297,500 restricted shares of the Company's common stock to twenty-seven (27) U.S. Accredited Investors, pursuant to the closing of a private placement. Under the private placement, the Company sold an aggregate of 297,500 common shares at a per share price of \$2.00 for aggregate proceeds to the Company of \$534,500, after deduction of an agent's fees and expenses of \$60,500.

The shares issued to the twenty-seven (27) U.S. Accredited Investors were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, (Securities Act), and Rule 506 of Regulation D, as more specifically set forth below, on the basis that the securities were offered and sold in a non-public offering to accredited investors who had access to registration-type information about the Company

***Exemption From Registration.** The shares of Common Stock referenced herein were issued in reliance upon one of the following exemptions:*

(a) The shares of Common Stock referenced herein were issued in reliance upon the exemption from securities registration afforded by the provisions of Section 4(2) of the Securities Act of 1933, as amended, ("Securities Act"), based upon the following: (a) each of the persons to whom the shares of Common Stock were issued (each such person, an "Investor") confirmed to the Company that it or he is an "accredited investor," as defined in Rule 501 of Regulation D promulgated under the Securities Act and has such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities, (b) there was no public offering or general solicitation with respect to the offering of such shares, (c) each Investor was provided with certain disclosure materials and all other information requested with respect to the Company, (d) each Investor acknowledged that all securities being purchased were being purchased for investment intent and were "restricted securities" for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act and (e) a legend has been, or will be, placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequently registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

(b) The shares of common stock referenced herein were issued pursuant to and in accordance with Rule 506 of Regulation D and Section 4(2) of the Securities Act. We made this determination in part based on the representations of the Investor(s), which included, in pertinent part, that such Investor(s) was an accredited investor as defined in Rule 501(a) under the Securities Act, and upon such further representations from the Investor(s) that (a) the Investor is acquiring the securities for his, her or its own account for investment and not for the account of any other person and not with a view to or for distribution, assignment or resale in connection with any distribution within the meaning of the Securities Act, (b) the Investor agrees not to sell or otherwise transfer the purchased securities unless they are registered under the Securities Act and any applicable state securities laws, or an exemption or exemptions from such registration are available, (c) the Investor either alone or together with its representatives has knowledge and experience in financial and business matters such that he, she or it is capable of evaluating the merits and risks of an investment in us, and (d) the Investor has no need for the liquidity in its investment in us and could afford the complete loss of such investment. Our determination is made based further upon our action of (a) making written disclosure to each Investor prior to the closing of sale that the securities have not been registered under the Securities Act and therefore cannot be resold unless they are registered or unless an exemption from registration is available, (b) making written descriptions of the securities being offered, the use of the proceeds from the offering and any material changes in the Company's affairs that are not disclosed in the documents furnished, and (c) placement of a legend on the certificate that evidences the securities stating that the securities have not been registered under the Securities Act and setting forth the restrictions on transferability and sale of the securities, and upon such inaction of the Company of any general solicitation or advertising for securities herein issued in reliance upon Rule 506 of Regulation D and Section 4(2) of the Securities Act.

(c) The shares of Common Stock referenced herein were issued pursuant to and in accordance with Rule 903 of Regulation S of the Act. We completed the offering of the shares pursuant to Rule 903 of Regulation S of the Act on the basis that the sale of the shares was completed in an "offshore transaction", as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the shares. Each investor represented to us that the investor was not a "U.S. person", as defined in

Regulation S, and was not acquiring the shares for the account or benefit of a U.S. person. The agreement executed between us and each investor included statements that the securities had not been registered pursuant to the Act and that the securities may not be offered or sold in the United States unless the securities are registered under the Act or pursuant to an exemption from the Act. Each investor agreed by execution of the agreement for the shares: (i) to resell the securities purchased only in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; (ii) that we are required to refuse to register any sale of the securities purchased unless the transfer is in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; and (iii) not to engage in hedging transactions with regards to the securities purchased unless in compliance with the Act. All certificates representing the shares were or upon issuance will be endorsed with a restrictive legend confirming that the securities had been issued pursuant to Regulation S of the Act and could not be resold without registration under the Act or an applicable exemption from the registration requirements of the Act.

ITEM 3.

DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4.

MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5.**OTHER INFORMATION**

None.

ITEM 6.**EXHIBITS****Exhibit**

Number	Description	Filing
2.01	Share Purchase Agreement by and between Singapore Volition and ValiRX PLC dated September 22, 2010	Filed with the SEC on May 8, 2012 as part of our Amended Current Report on Form 8-K/A.
2.02	Supplementary Agreement to the Share Purchase Agreement by and between Singapore Volition and ValiRX PLC dated June 9, 2011	Filed with the SEC on January 11, 2012 as part of our Amended Current Report on Form 8-K/A.
3.01	Certificate of Incorporation	Filed with the SEC on December 6, 1999 as part of our Registration Statement on Form 10-SB.
3.01(a)	Amendment to Certificate of Incorporation	Filed with the SEC on November 10, 2005 as part of our Registration Statement on Form SB-2.
3.01(b)	Certificate for Renewal and Revival of Charter	Filed with the SEC on January 11, 2012 as part of our Amended Current Report on Form 8-K/A.
3.02	Bylaws	Filed with the SEC on December 6, 1999 as part of our Registration Statement on Form 10-SB.
4.01	2011 Equity Incentive Plan dated November 17, 2011	Filed with the SEC on November 18, 2011 as part of our Current Report on Form 8-K.
4.02	Sample Stock Option Agreement	Filed with the SEC on November 18, 2011 as part of our Current Report on Form 8-K.
4.03	Sample Stock Award Agreement for Restricted Stock	Filed with the SEC on November 18, 2011 as part of our Current Report on Form 8-K.
10.01	Patent License Agreement by and between Cronos Therapeutics Limited and Imperial College Innovations Limited dated October 19, 2005	Filed with the SEC on February 24, 2012 as part of our Amended Current Report on Form 8-K/A.
10.02	Amended Patent License Agreement by and between Cronos Therapeutics Limited and Imperial College Innovations Limited dated July 31, 2006	Filed with the SEC on January 11, 2012 as part of our Amended Current Report on Form 8-K/A.

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- 10.03 Extension Letter Agreement by and between CronosFiled with the SEC on January 11, 2012 as part
Therapeutics Limited and Imperial Collegeof our Amended Current Report on Form 8-K/A.
Innovations Limited dated September 4, 2006
- 10.04 Patent License Agreement by and between ValiRXFiled with the SEC on January 11, 2012 as part
PLC and Chroma Therapeutics Limited dated Octoberof our Amended Current Report on Form 8-K/A.
3, 2007
- 10.05 Contract Repayable Grant Advance on the DiagnosisFiled with the SEC on February 24, 2012 as part
of Colorectal Cancer by NucleosomicTM by andf our Amended Current Report on Form 8-K/A.
between ValiBio SA and The Walloon Region dated
December 17, 2009
- 10.06 Non-Exploitation and Third Party Patent LicenseFiled with the SEC on February 24, 2012 as part
Agreement by and among ValiBio SA, ValiRX PLCof our Amended Current Report on Form 8-K/A.
and The Walloon Region dated December 17, 2009
- 10.07 Agreement by and between Singapore Volition andFiled with the SEC on January 11, 2012 as part
PB Commodities Pte Limited dated August 6, 2010 of our Amended Current Report on Form 8-K/A.
- 10.08 Employment Agreement by and between PBFiled with the SEC on February 24, 2012 as part
Commodities Pte Ltd and Cameron Reynolds datedof our Amended Current Report on Form 8-K/A.
September 4, 2010
- 10.09 Employment Agreement by and between PBFiled with the SEC on February 24, 2012 as part
Commodities Pte Ltd and Rodney Rootsært datedof our Amended Current Report on Form 8-K/A.
September 4, 2010
- 10.10 Deed of Novation by and among Singapore VolitionFiled with the SEC on February 24, 2012 as part
Pte Limited, ValiRX PLC, ValiBio SA and Chromaof our Amended Current Report on Form 8-K/A.
Therapeutics Limited dated September 22, 2010
- 10.11 Letter of Appointment as Non-Executive Director byFiled with the SEC on January 11, 2012 as part
and between Singapore Volition Pte Limited and Satuof our Amended Current Report on Form 8-K/A.
Vainikka dated September 22, 2010

- 10.12 Letter of Appointment as Non-Executive Director by Filed with the SEC on January 11, 2012 as part and between Singapore Volition Pte Limited and Guy of our Amended Current Report on Form 8-K/A. Archibald Innes dated September 23, 2010
- 10.13 Employment Agreement by and between Singapore Filed with the SEC on February 24, 2012 as part Volition and Dr. George S. Morris dated September of our Amended Current Report on Form 8-K/A. 29, 2010
- 10.14 Master Consultancy Services Agreement by and Filed with the SEC on April 1, 2013 as part of between Singapore Volition Pte Limited and our Annual Report on Form 10-K. OncoLytika Ltd dated October 1, 2010
- 10.15 Consultancy Agreement by and between P Filed with the SEC on February 24, 2012 as part Commodities Pte Ltd and Kendall Life Sciences of our Amended Current Report on Form 8-K/A. Consultants Ltd dated October 4, 2010
- 10.16 Patent License Agreement by and between Singapore Filed with the SEC on January 11, 2012 as part Volition and Belgian Volition dated November 2, of our Amended Current Report on Form 8-K/A. 2010
- 10.17 Consultancy Agreement by and between Belgian Filed with the SEC on April 1, 2013 as part of Volition S.A. and Borlaug Limited dated January 1, our Annual Report on Form 10-K. 2011
- 10.18 Letter of Appointment as Non-Executive Director by Filed with the SEC on January 11, 2012 as part and between Singapore Volition Pte Limited and Dr. of our Amended Current Report on Form 8-K/A. Alan Colman dated May 25, 2011
- 10.19 License Agreement by and between Singapore Filed with the SEC on January 11, 2012 as part Volition and the European Molecular Biology of our Amended Current Report on Form 8-K/A. Laboratory dated June 6, 2011
- 10.20 Deed of Novation by and among Imperial College Filed with the SEC on January 11, 2012 as part Innovations Limited, Valipharma Limited and of our Amended Current Report on Form 8-K/A. Hypergenomics Pte Limited dated June 9, 2011
- 10.21 Patent License Agreement by and between Filed with the SEC on January 11, 2012 as part Hypergenomics Pte Limited and Valipharma Limited of our Amended Current Report on Form 8-K/A. dated June 9, 2011
- 10.22 Consultancy Agreement by and between Singapore Filed with the SEC on January 11, 2012 as part Volition Pte Limited and Malcolm Lewin dated July of our Amended Current Report on Form 8-K/A. 10, 2011
- 10.23 Letter of Appointment as Executive Chairman by and Filed with the SEC on January 11, 2012 as part between Singapore Volition and Dr. Martin Faulkes of our Amended Current Report on Form 8-K/A. dated July 13, 2011
- 10.24 Service Agreement by and between Singapore Filed with the SEC on January 11, 2012 as part Volition and Volition Research Limited dated August of our Amended Current Report on Form 8-K/A. 10, 2011
- 10.25 Settlement Agreement by and between Singapore Filed with the SEC on January 11, 2012 as part Volition and Volition Research Limited dated August of our Amended Current Report on Form 8-K/A. 11, 2011
- 10.26 Share Exchange Agreement by and between the Filed with the SEC on September 29, 2011 as Company and Singapore Volition Pte Limited dated part of our Current Report on Form 8-K. September 26, 2011

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- 10.27 Agreement, Consent and Waiver by and between Standard Capital Corporation and its Shareholders dated September 27, 2011 Filed with the SEC on April 5, 2012 as part of our Amended Current Report on Form 8-K/A.
- 10.28 Agreement by and between Hypergenomics Pte Limited and PB Commodities Pte Ltd dated October 1, 2011 Filed with the SEC on February 24, 2012 as part of our Amended Current Report on Form 8-K/A.
- 10.29 Agreement by and between Belgian Volition SA and the Biobank of CHU UCL Mont-Godinne dated August 6, 2012 Filed with the SEC on October 4, 2012 as part of our Amended Registration Statement on Form S-1/A.
- 14.01 Code of Ethics Filed with the SEC on November 10, 2005 as part of our Registration Statement on Form SB-2.
- 16.01 Letter from Madsen & Associates, CPA's Inc. dated November 29, 2011 Filed with the SEC on November 30, 2011 as part of our Current Report on Form 8-K.
- 21.01 List of Subsidiaries Filed with the SEC on October 13, 2011 as part of our Current Report on Form 8-K.

31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
32.02	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS*	XBRL Instance Document	Filed herewith.
101.SCH*	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VOLITIONRX LIMITED

Dated: July 29, 2013

/s/ Cameron Reynolds

By: Cameron Reynolds

Its: President, Principal Executive Officer and Director

Dated: July 29, 2013

/s/ Malcolm Lewin

By: Malcolm Lewin

Its: Principal Financial Officer, Principal Accounting Officer, & Treasurer