

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

Oncologix Tech Inc.

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SIC: **3841** Surgical & medical instruments & apparatus

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 30, 2012.

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

For the transition period from _____ to _____.

Commission File Number 0-15482

ONCOLOGIX TECH, INC.

(Name of Small Business Issuer as Specified in Its Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

86-1006416
(I.R.S. Employer
Identification No.)

P.O. Box 8832
Grand Rapids, MI 49518-8832
(Address of principal executive offices)

(616) 977-9933
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past twelve 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 (Section 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

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

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

As of January 2, 2013, there were 58,563,258 shares of common stock, par value \$.001 per share, outstanding.

Transitional Small Business Disclosure Format (Check One): Yes No

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)

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|--|----|
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PART I: FINANCIAL INFORMATION

ITEM 1. Financial Statements

**ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

| | <u>November 30,</u> <u>2012</u> | <u>August 31,</u> <u>2012</u> |
|---|------------------------------------|----------------------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 6,260 | \$ 1,931 |
| Prepaid expenses and other current assets | <u>12,330</u> | <u>2,993</u> |
| Total current assets | 18,590 | 4,924 |
| Property and equipment (net of accumulated depreciation of \$9,006 and \$8,916) | <u>1,391</u> | <u>1,481</u> |
| Total assets | <u>\$ 19,981</u> | <u>\$ 6,405</u> |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current liabilities: | | |
| Convertible notes payable | \$ 125,000 | \$ — |
| Convertible notes payable - related parties (net of discount of \$0 and \$0) | 235,025 | — |
| Notes payable | 9,399 | — |
| Notes payable - related parties | 15,000 | — |
| Accounts payable and other accrued expenses | 152,970 | 142,990 |
| Accrued interest payable | 45,069 | 42,575 |
| Accrued interest payable - related parties | <u>51,863</u> | <u>48,216</u> |
| Total current liabilities | <u>634,326</u> | <u>233,781</u> |
| Long-term liabilities: | | |
| Convertible notes payable - (net of discount of \$0 and \$0) | — | 125,000 |
| Convertible notes payable - related parties (net of discount of \$0 and \$0) | <u>—</u> | <u>235,025</u> |
| Total long-term liabilities | <u>—</u> | <u>360,025</u> |
| Total liabilities | <u>634,326</u> | <u>593,806</u> |
| Stockholders' Deficit: | | |
| Preferred stock, par value \$.001 per share; 10,000,000 shares authorized 129,062 and 129,062 shares issued and outstanding at November 30, 2012 and August 31, 2012, respectively | 129 | 129 |
| Common stock, par value \$.001 per share; 200,000,000 shares authorized; 58,563,258 and 57,563,258 shares issued and outstanding at November 30, 2012 and August 31, 2012, respectively | 58,563 | 57,563 |
| Additional paid-in capital | 57,716,233 | 57,697,233 |
| Accumulated deficit prior to reentering development stage | (58,004,869) | (58,004,869) |
| Deficit accumulated during the development stage | (380,922) | (333,982) |
| Noncontrolling interest | <u>(3,479)</u> | <u>(3,475)</u> |
| Total stockholders' deficit | <u>(614,345)</u> | <u>(587,401)</u> |
| Total liabilities and stockholders' deficit | <u>\$ 19,981</u> | <u>\$ 6,405</u> |

See accompanying notes to condensed consolidated financial statements.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012 AND 2011

| | For the Three Months Ended | | Cumulative |
|--|----------------------------|----------------------|---|
| | November 30, 2012 | November 30, 2011 | Since Reentering Development Stage on June 1, 2011 |
| Operating expenses: | | | |
| General and administrative | \$ 43,750 | \$ 36,643 | \$ 208,545 |
| Depreciation and amortization | 90 | 75 | 1,056 |
| Total operating expenses | 43,840 | 36,718 | 209,601 |
| Loss from operations | (43,840) | (36,718) | (209,601) |
| Other income (expense): | | | |
| Interest and finance charges | (2,851) | (2,701) | (16,619) |
| Interest and finance charges - related parties | (3,653) | (10,019) | (33,776) |
| Loss on conversion of notes payable - related parties | — | (70,000) | (92,758) |
| Induced conversion expense | — | (25,403) | (31,479) |
| Loss on disposal of assets | — | — | (110) |
| Other income (expenses) | 3,400 | — | 3,400 |
| Total other income (expense) | (3,104) | (108,123) | (171,342) |
| Loss from operations | (46,944) | (144,841) | (380,943) |
| Less loss attributable to noncontrolling interest | (4) | (3) | (21) |
| Net loss before income taxes | (46,940) | (144,838) | (380,922) |
| Income taxes | — | — | — |
| Net loss attributable to common shareholders | \$ (46,940) | \$ (144,838) | \$ (380,922) |
| Loss per common share, basic and diluted: | \$ (0.00) | \$ (0.00) | |
| Weighted average number of shares outstanding - basic and diluted | 58,057,763 | 52,752,709 | |

See accompanying notes to condensed consolidated financial statements.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012 AND 2011

| | For the Three Months Ended | | Cumulative Since Reentering the Development Stage on June 1, 2011 |
|---|----------------------------|----------------------|---|
| | November 30, 2012 | November 30, 2011 | 2011 |
| Operating activities: | | | |
| Net loss | \$ (46,944) | \$ (144,841) | \$ (380,943) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation and amortization | 90 | 75 | 1,056 |
| Loss on disposal of property and equipment | — | — | 110 |
| Stock based compensation | — | 6,000 | — |
| Amortization of discount on notes payable and warrants | — | 70,000 | 10,404 |
| Loss on conversion of notes payable - related parties | — | 25,403 | 92,758 |
| Induced conversion expense notes payable | — | — | 31,478 |
| Changes in operating assets and liabilities: | | | |
| Prepaid expenses and other current assets | 1,067 | 841 | 11,129 |
| Deposits and other assets | — | (212) | — |
| Accounts payable and other accrued expenses | 9,980 | 1,137 | (21,217) |
| Accrued interest payable - related parties | 3,652 | 4,019 | 23,543 |
| Accrued interest payable | 2,494 | 2,641 | 15,611 |
| Net cash used in operating activities | <u>(29,661)</u> | <u>(34,937)</u> | <u>(216,071)</u> |
| Investing activities: | | | |
| Purchase of property and equipment | — | — | (1,289) |
| Net cash used in investing activities | <u>—</u> | <u>—</u> | <u>(1,289)</u> |
| Financing activities: | | | |
| Proceeds from issuance of convertible notes payable - related parties | — | — | 20,000 |
| Proceeds from issuance of notes payable - related parties | 20,000 | 10,000 | 80,000 |
| Proceeds from the issuance of common stock | 20,000 | 25,000 | 195,000 |
| Repayment of notes payable | (1,005) | (871) | (10,931) |
| Repayment of notes payable - related parties | (5,005) | — | (41,996) |
| Repayment of convertible notes payable parties | — | — | (2,252) |
| | <u>—</u> | <u>—</u> | <u>(20,000)</u> |
| Net cash provided by financing activities | <u>33,990</u> | <u>34,129</u> | <u>219,821</u> |
| Net increase (decrease) in cash and cash equivalents | 4,329 | (808) | 2,461 |
| Cash and cash equivalents, beginning of period | <u>1,931</u> | <u>11,067</u> | <u>3,799</u> |
| Cash and cash equivalents, end of period | <u>\$ 6,260</u> | <u>\$ 10,259</u> | <u>\$ 6,260</u> |

See accompanying notes to condensed consolidated financial statements.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — DESCRIPTION OF THE COMPANY

We were originally formed in 1995 as "Wavetech, Inc." a New Jersey corporation and changed our corporate domicile to Nevada in December 1997, by merging into a Nevada corporation named, "Interpretel International, Inc." We subsequently changed our name, first to "Wavetech International, Inc." and then, in 2000, to "BestNet Communications Corp." Our business at the time was to provide worldwide long distance telephone communication and teleconferencing services to commercial and residential consumers through the internet. That business was never profitable and we were able to continue it only by repeated equity and debt financings. Accordingly, during December 2006, we determined to dispose of that business and sold it during February 2007.

We entered the medical device business at the end of July 2006 through the acquisition of JDA Medical Technologies, Inc. ("JDA"), a development stage company, which was merged into our wholly owned subsidiary, Oncologix Corporation. On January 22, 2007, we changed our name to Oncologix Tech, Inc., to reflect this new business. During June 2007, we moved our principal offices from Grand Rapids, Michigan, to our offices at 3725 Lawrenceville-Suwanee Road, Suite B-4, Suwanee, Georgia, 30024, telephone (770) 831-8818. At that address, our business was the development of a medical device for brachytherapy (radiation therapy), called the "Oncosphere" (or "Oncosphere System"), for the advanced medical treatment of soft tissue cancers. It is a radioactive micro-particle designed to deliver therapeutic radiation directly to a tumor site by introducing the micro-particles into the artery that feeds the tumor tissue. Its first application is expected to be the treatment of liver cancer. Due to a lack of funding, we suspended these activities on December 31, 2007, whereupon we closed the offices in Suwanee Georgia.

Our correct mailing address is P.O. Box 8832, Grand Rapids, MI 49518-8832, telephone (616) 977-9933.

During May 2008, we determined to dispose of most of the assets related to the development of the Oncosphere.

In February 2009, we entered into a Technology Agreement with Institut für Umwelttechnologien GmbH, a German Company ("IUT") whereunder the parties have agreed that:

- The Company has granted an exclusive license to a new IUT subsidiary, called "IUTM", to develop and manufacture products based on the Company's proprietary information. This proprietary information is not based on the technology
- (a) that had been subject to the Master License Agreement with the University of Maryland – Baltimore. The Company has also transferred to IUTM a number of items of laboratory equipment and inventory useful in connection with the licensed information.
 - (b) The Company retains rights to market products based on such information as well as first consideration for marketing rights for other possible IUTM products.
 - (c) In consideration of the license, the Company has received a 10% equity interest in IUTM, which is organized as a private German limited liability company and IUT has assumed approximately \$82,000 of the Company's indebtedness.
 - (d) The Company's marketing rights have been transferred to its subsidiary, Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary.

In addition, on April 7, 2009, the Company entered into a Termination Agreement with the University of Maryland – Baltimore, The Master License Agreement between the Company and the University has been formally terminated and each party has released the other from all liabilities arising under the Master License Agreement.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

We have been advised that IUTM is continuing the development of a brachytherapy device generally as described above but based on proprietary technology not developed by the University of Maryland. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization. While our Management is optimistic as to the outcome of those discussions and future success in financing, it is not possible to predict the probabilities of success with any degree of certainty.

On September 23, 2010, the Company signed a Memorandum of Understanding with Institut für Umwelttechnologien GmbH and IUT Medical GMBH confirming certain understandings among the parties with respect to their future relationships and business activities as originally contemplated in their Technology Agreement of February 27, 2009, which was reaffirmed.

On May 19, 2011, the Company effected a one-for-four reverse stock split. All share and per share information has been restated to retroactively show the effect of this stock split. The reverse split was approved by a majority of the Company's shareholders on March 24, 2011.

Because the development of the brachytherapy device is not complete and it cannot be marketed at this time, the Company's management and Board of Directors have determined that the Company has reentered the development stage effective June 1, 2011. Since the Company has limited operations at this point in time, the Company will be considered a development stage company. The Company is advised and believes that IUTM continues the development of that and other medical products that we would market under the terms of the Agreement described above.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

In the opinion of management, the accompanying balance sheets and related interim statements of income, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Interim results are not necessarily indicative of results for a full year.

CONSOLIDATION

The condensed consolidated financial statements for the three months ended November 30, 2012 and 2011 include the accounts of Oncologix Tech, Inc. and its wholly owned subsidiaries, Oncologix Corporation (90% Owned), Interpretel Inc., Telplex International and International Environment Corporation collectively the Company. Oncologix Corporation is a Nevada corporation. Interpretel Inc., Telplex International and International Environment Corporation are inactive corporations. All significant intercompany accounts and transactions have been eliminated in consolidation.

USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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 reportable amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

REVENUE RECOGNITION

Revenue is recognized by the Company when all the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the seller's price to the buyer is fixed and determinable; and collectability is reasonably assured. Currently the company does not have products to sell.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid instruments, with an initial maturity of three (3) months or less to be cash equivalents.

PROPERTY AND EQUIPMENT

Property and equipment is recorded at cost. Depreciation is provided for on the straight-line method over the estimated useful lives of the related assets as follows:

| | |
|------------------------|---------------|
| Furniture and fixtures | 5 to 10 years |
| Computer equipment | 5 years |
| Equipment | 5 to 10 years |
| Software | 3 to 5 years |

The cost of maintenance and repairs is charged to expense in the period incurred. Expenditures that increase the useful lives of assets are capitalized and depreciated over the remaining useful lives of the assets. When items are retired or disposed of, the cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

LONG-LIVED ASSETS

ASC 360 – Property, Plant and Equipment addresses financial accounting and reporting for the impairment or disposal of long-lived assets. The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of property and equipment or whether the remaining balance of property and equipment, or other long-lived assets, should be evaluated for possible impairment. Instances that may lead to an impairment include: (i) a significant decrease in the market price of a long-lived asset group; (ii) a significant adverse change in the extent or manner in which a long-lived asset or asset group is being used or in its physical condition; (iii) a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset or asset group, including an adverse action or assessment by a regulatory agency; (iv) an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset or asset group; (v) a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group; or (vi) a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

An estimate of the related undiscounted cash flows, excluding interest, over the remaining life of the property and equipment and long-lived assets is used in assessing recoverability. Impairment loss is measured by the amount which the carrying amount of the asset(s) exceeds the fair value of the asset(s). The Company primarily employs two methodologies for determining the fair value of a long-lived asset: (i) the amount at which the asset could be bought or sold in a current transaction between willing parties or (ii) the present value of estimated expected future cash flows grouped at the lowest level for which there are identifiable independent cash flows.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NONCONTROLLING INTEREST

ASC 810 - Consolidation addresses the accounting and reporting standards for ownership interest in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent's ownership interest, and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. During fiscal 2009, the Company issued a ten percent interest in its subsidiary, Oncologix Corporation, to IUTM as required in a technology agreement. The Company valued this interest at \$212. Through November 30, 2012, the Company has allocated \$3,691 losses to its non-controlling interest. The Company has adopted ASC 810 to account for this non-controlling interest.

ADVERTISING COSTS

Advertising costs included with selling, general and administrative expenses in the accompanying consolidated statements of operations were nil for the three months ended November 30, 2012 and 2011. Such costs are expensed when incurred.

INCOME TAXES

The Company adopted the provisions of FASB ASC 740 - Income Taxes provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Income taxes are determined using the asset and liability method. This method gives consideration to the future tax consequences associated with temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued expenses, and notes payable approximate fair value.

STOCK-BASED COMPENSATION

The Company has a stock-based compensation plan, which is described more fully in Note 5. The Company accounts for stock-based compensation in accordance with ASC 718. Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. The Company estimates the fair value of stock options granted using the Black-Scholes option valuation model. The fair value of all awards is amortized on a straight-line basis over the vesting periods. The expected term of awards granted represent the period of time they are expected to be outstanding. The Company determines the expected term based on historical experience with similar awards, giving consideration to the contractual terms and vesting schedules. The Company estimates the expected volatility of its common stock at the date of grant based on the historical volatility of its common stock. The risk-free interest rate is based on the U.S. treasury security rate estimated for the expected life of the options at the date of grant. If actual results differ significantly from estimates, stock-based compensation could be impacted.

CONVERTIBLE DEBT

Interest on convertible debt is calculated using the simple interest method. The company recognizes a beneficial conversion feature to the extent the conversion price is less than the closing stock price on the issuance of the convertible notes. The Company also follows ASC 470-50 and ASC 470-20 regarding changes in the terms of the convertible notes and the induced conversion of its convertible debt.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation.

NET LOSS PER COMMON SHARE

Basic earnings (loss) per share is calculated under the provisions of ASC 260 which provides for calculation of “basic” and “diluted” earnings per share. Basic earnings per share includes no dilution and is calculated by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated based on the weighted average number of common shares outstanding during the period plus the dilutive effect of common stock purchase warrants and stock options using the treasury stock method and the dilutive effects of convertible notes payable and convertible preferred stock using the if-converted method. On Basic and diluted earnings per share for the three months ended November 30, 2012 and 2011 are as follows:

| | For the Three Months Ended | |
|--|-----------------------------------|------------------------------|
| | November 30, 2012 | November 30, 2011 |
| | <u> </u> | <u> </u> |
| Net loss attributable to common shareholders | \$ (46,940) | \$ (144,838) |
| Weighted average shares outstanding | 58,057,763 | 52,752,709 |
| Loss per common share, basic and diluted: | \$ (0.00) | \$ (0.00) |

Due to the net losses during the three months ended November 30, 2012 and 2011, basic and diluted loss per share was the same, as the effect of potentially dilutive securities would have been anti-dilutive. Shares attributable to convertible notes, stock options, preferred stock and warrants not included the diluted loss per share calculation. Below lists all dilutive securities as of November 30, 2012 and 2011:

| | As of | |
|---------------------------------------|--|--|
| | November 30, 2012 | November 30, 2011 |
| <u>Description</u> | <u>Underlying Common Shares</u> | <u>Underlying Common Shares</u> |
| Convertible preferred stock | 64,531 | 64,531 |
| Convertible notes payable | 1,383,459 | 1,695,959 |
| Options | 297,085 | 297,085 |
| Warrants | — | — |
| Total potentially dilutive securities | <u>1,745,075</u> | <u>2,057,575</u> |

SEGMENT INFORMATION

ASC 280-10 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief decision maker in deciding how to allocate resources and in assessing performance. The Company currently has one operating segments: medical device.



ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RECENT ACCOUNTING PRONOUNCEMENTS

We have evaluated all Accounting Standards Updates through the date the financial statements were issued and do not believe any will have a material impact.

NOTE 3 — GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company has incurred losses from operations over the past several years and anticipates additional losses in fiscal 2013 and prior to achieving breakeven.

As of the date of this report, we will need approximately \$200,000 to fund operations for the next twelve (12) months, without regard to repaying any outstanding accounts payable, convertible or non-convertible notes payable as well as funding the marketing for our joint venture with IUTM as described in Notes 4 and 9. This funding will allow us to maintain basic operations and to keep our public filings current. Our Company has never been profitable and we have had to rely on debt and equity financings to fund operations. Significant delays in development could affect the ability to obtain future debt and equity funding. These factors raise substantial doubt about the Company's ability to continue as a going concern. After auditing our financial statements, our independent auditor issued a going concern opinion and our ability to continue is dependent on our ability to raise additional capital. Currently there is a substantial doubt in the Company's ability to continue as a going concern.

On May 19, 2011, the Company effected a 1 for 4 reverse stock split. This reverse split will give the Company the ability to raise additional operating funds for both our potential joint ventures, and to fund further ongoing operations. While there is no guarantee that funds will be available, we believe this reverse split will allow us to consummate our joint ventures and move towards a positive cash flow position.

NOTE 4 — NOTES PAYABLE

CONVERTIBLE NOTES PAYABLE:

Convertible notes payable consist of the following as of November 30, 2012 and 2011:

| | November 30, 2012 | August 31, 2012 |
|---|------------------------------|----------------------------|
| 8.0% convertible notes due September 30, 2013 | \$ 125,000 | \$ 125,000 |
| Total unsecured convertible notes payable | 125,000 | 125,000 |
| Less: Current portion | (125,000) | — |
| Long-term portion | <u>\$ —</u> | <u>\$ 125,000</u> |

During May and June 2007, we issued nine Convertible Promissory Notes in an aggregate principal amount of \$700,000. These Convertible Promissory Notes were due May 7, 2008, bore interest at the rate of 8% per annum and were convertible into our common stock at a rate of \$1.00. Eight of these notes were converted into common stock in fiscal 2009. The remaining Convertible Promissory Note, in the principal amount of \$125,000, was extended on January 28, 2010 initially to March 31, 2012 and then extended to September 30, 2013. In conjunction with the initial extension, the conversion price was reduced to \$0.60. As of November 30, 2012, the Company has accrued interest in the amount of \$45,069.

ONCOLOGIX TECH, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONVERTIBLE RELATED PARTY NOTES PAYABLE:

| | <u>November 30, 2012</u> | <u>August 31, 2012</u> |
|---|------------------------------|----------------------------|
| 6.0% convertible note due September 30, 2013 (1) | \$ 235,025 | \$ 235,025 |
| Total unsecured related party convertible notes payable | 235,025 | 235,025 |
| Less: Current portion | (235,025) | — |
| Long-term portion | <u>\$ —</u> | <u>\$ 235,025</u> |

(1) Note payable to former CEO who resigned 4/1/09 and still remains a director of our subsidiary.

On April 1, 2009, we issued to Ms. Lindstrom, our former Chief Executive Officer and current member of our subsidiary's Board of Directors, a convertible promissory note in lieu of payment of \$235,025 in accrued salary owed to Ms. Lindstrom. This note accrues interest at a rate of 6% per annum and was originally due on March 31, 2012. The note is convertible into shares of the Company's common stock at a rate of \$0.20 per common share. Ms. Lindstrom signed an abstention to convert this note until June 01, 2011. On March 16, 2012, Ms. Lindstrom agreed to extend the due date of the note to September 30, 2013. There was no beneficial conversion feature recognized upon the issuance of this note. As of November 30, 2012, the Company has accrued interest in the amount of \$44,661.

RELATED PARTY NOTES PAYABLE:

| | <u>November 30, 2012</u> | <u>August 31, 2012</u> |
|---|------------------------------|----------------------------|
| 6.00% note payable paid off February 11, 2013 (1) | \$ 10,000 | \$ — |
| 6.00% note payable paid off February 21, 2013 (1) | 5,000 | — |
| Outstanding unsecured related party notes payable | <u>\$ 15,000</u> | <u>\$ —</u> |

(1) Note payable to Anthony Silverman, the Company's President and CEO.

On September 14, 2012, the Company issued a 90-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$10,000. The note bears interest at 6% per annum. This note was further extended to February 11, 2013. As of November 30, 2012, the Company has accrued interest in the amount of \$127.

On October 11, 2012, the Company issued a 30-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$5,000. The note bore an interest rate of 6%. This note was paid off, together with accrued interest of \$5 on October 17, 2012.

On November 23, 2012 the Company issued a 90-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$5,000. The note bears interest at 6% per annum. As of November 30, 2012, the Company has accrued interest in the amount of \$6.

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OTHER NOTES PAYABLE:

On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer's insurance premiums. The note bears interest at a rate of 9.27% per annum and is due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2012.

| | <u>November 30,</u> <u>2012</u> | <u>August 31,</u> <u>2012</u> |
|---|------------------------------------|----------------------------------|
| 8.99% note payable due August 31, 2013 | \$ 9,399 | \$ — |
| Outstanding unsecured related party convertible notes payable | <u>\$ 9,399</u> | <u>\$ —</u> |

NOTE 5 — STOCKHOLDERS EQUITY

PREFERRED STOCK:

The Company is authorized to issue up to 10,000,000 shares of preferred stock, in one or more series, and to determine the price, rights, preferences and privileges of the shares of each such series without any further vote or action by the stockholders. The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any shares of preferred stock that may be issued in the future.

In January 2003, our Board of Directors authorized up to 4,500,000 shares of Series A Convertible Preferred Stock. Each share of Series A Convertible Preferred stock has a par value of \$0.001 and is convertible into one-half share of common stock in upon a cash payment by the holder to the Company of \$0.40 per common share. The Series A Convertible Preferred Stock is entitled to receive, in preference to the common stock, of noncumulative dividends, if declared by the Board of Directors, and a claim on the Company's assets upon any liquidation of the Company senior to the common stock. These preferred shares are not entitled to voting rights. There are presently outstanding 129,062 shares of Series A Preferred Stock.

On March 30, 2003, the Company completed the private placement of Units pursuant to the terms of a Unit Purchase Agreement (the "Units") with accredited investors. Each Unit consists of the following underlying securities: (i) three shares of the Company's common stock; (ii) one share of Series A Convertible Preferred Stock, par value \$.001 per share; and (iii) one three-year warrant to purchase one share of common stock at a per share price of \$0.30. The warrants expired on March 31, 2006. Each share of Series A Convertible Preferred Stock is convertible into one half share of the Company's common stock in exchange for \$0.40 per common share (\$.20 for each Series A Convertible Preferred share converted). The securities underlying the Units are not to be separately tradable or transferable apart from the Units until such time as determined by the Company's Board of Directors. A total of 4,032,743 Units were issued. As of November 30, 2012 and August 31, 2012, there were 129,062 and 129,062 Units outstanding that had not been separated, respectively. These units are presented as their underlying securities on our balance sheet and consist of 64,531 shares of Series A Preferred Stock and 96,797 shares of common stock which is included in the issued and outstanding shares.

Below is a table detailing the outstanding Series A Convertible Preferred Stock shares outstanding during the last two fiscal years:

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| | Preferred Shares Outstanding | Number of Common Shares Convertible | Proceeds if Converted | Weighted Avg. Per Common Sh. Exercise Price |
|--------------------------------|------------------------------------|---|--------------------------|---|
| Outstanding, August 31, 2011 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/Retired | — | — | — | \$ — |
| Converted | — | — | — | \$ 0.40 |
| Issued | — | — | — | \$ — |
| Outstanding, August 31, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/Retired | — | — | — | \$ 0.40 |
| Converted | — | — | — | \$ — |
| Issued | — | — | — | \$ — |
| Outstanding, November 30, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |

Our Board of Directors authorized the separation of the Units into their component parts in July 2004, February 2005, April 2008, March 2010 and July 2011. The table below describes the proceeds received for the conversion of preferred shares into common stock:

| Date of Conversion | Proceeds from Conversion | Further Description and Remarks |
|--------------------|--------------------------|---|
| July-August 2004 | \$487,523 | During July and August 2004, holders of 2,437,614 Units contributed \$487,523 to convert 2,437,614 shares of Series A. Convertible Preferred stock into 4,875,228 shares of common stock. |
| February 2005 | \$230,393 | During February 2005, holders of 1,151,967 Units contributed \$230,393 to convert 1,151,967 shares of Series A. Convertible Preferred stock into 2,303,934 shares of common stock. |
| April/June 2008 | \$29,460 | During April and June 2008, holders of 147,300 Units contributed \$29,460 to convert 147,300 shares of Series A. Convertible Preferred stock into 294,600 shares of common stock. |
| March/April 2010 | \$6,820 | During March and April 2010, holders of 34,100 Units contributed \$6,820 to convert 34,100 shares of Series A. Convertible Preferred stock into 68,200 shares of common stock. |
| July 2011 | \$0 | During July 2011, holders of 132,700 Units elected to relinquish conversion of 132,700 shares of Convertible Preferred stock as part of splitting their Units. |

SUBSCRIBED COMMON STOCK:

As of November 30, 2012 and August 31, 2012, there were no shares of subscribed stock issuable.

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COMMON STOCK:

Below are recent sales of unregistered securities:

| Date of Sale | Proceeds from Sale | Further Description and Remarks |
|---------------------|---------------------------|--|
| October 19, 2011 | \$25,000 | On October 19, 2011, the Company sold 625,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| January 26, 2012 | \$40,000 | On January 26, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| April 26, 2012 | \$10,000 | On April 26, 2012, the Company sold 250,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| October 15, 2012 | \$20,000 | On October 15, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.02 per share. |

NON-CONTROLLING INTEREST

On February 27, 2009, in connection with the Technology Agreement we entered into with Institut für Umwelttechnologien GmbH, a German Company ("IUT") whereunder the parties have agreed that the Company's marketing rights have been transferred to its subsidiary, Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary. As of February 27, 2009, the value of the non-controlling interest was \$212. It was determined at August 31, 2010 the value of the investment in IUTM was impaired. Accordingly, we recorded an impairment loss in the amount of \$3,186 for the year ended August 31, 2010. As of November 30, 2012, \$3,691 cumulative net loss was attributable to the non-controlling interest.

WARRANTS:

At November 30, 2012 and August 31, 2012, the Company did not have any outstanding warrants.

STOCK OPTIONS:

The Company is authorized to issue up to 4,600,000 shares of common stock under its 1997 Stock Incentive Plan. Shares may be issued as incentive stock options, non-statutory stock options, deferred shares or restricted shares. Options are granted at the fair market value of the common stock on the date of the grant and have terms of up to ten years.

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The Company is authorized to issue up to 7,500,000 shares of common stock under its 2000 Stock Incentive Plan. Shares may be issued as incentive stock options, non-statutory stock options, deferred shares or restricted shares. Options are granted at the fair market value of the common stock on the date of the grant and have terms of up to ten years. The 2000 Stock Incentive Plan also provides for an annual grant of options to members of our Board of Directors. For fiscal years ended August 31, 2011, 2010, 2009 and 2008, our Board of Directors have elected to waive the grant of these annual options.

ASC 718 requires the estimation of forfeitures when recognizing compensation expense and that this estimate of forfeitures be adjusted over the requisite service period should actual forfeitures differ from such estimates. Changes in estimated forfeitures are recognized through a cumulative adjustment, which is recognized in the period of change and which impacts the amount of unamortized compensation expense to be recognized in future periods.

ASC 718 requires that modification of the terms or conditions of an equity award is to be treated as an exchange of the original award for a new award. This event is accounted for as if the entity repurchases the original instrument by issuing a new instrument of equal or greater value, incurring additional compensation cost for any incremental value.

During the three months ended November 30, 2012 and 2011, we granted nil and nil options from the stock incentive plans described above, respectively. During the three months ended November 30, 2012 and 2011, zero options were exercised, respectively; nil and nil options were forfeited, respectively; and 15,000 and nil options were expired, respectively. During the three months ended November 30, 2012 and 2011, \$0 and \$0 was expensed as stock based compensation, respectively.

| | <u>Number of Options Granted</u> | <u>Option Price Per Share</u> | <u>Weighted Average Exercise Price Per Share</u> |
|--------------------------------|--------------------------------------|-----------------------------------|--|
| Outstanding, August 31, 2011 | 297,085 | \$0.12 - \$5.16 | \$ 1.43 |
| Granted | — | — | — |
| Exercised | — | — | — |
| Cancelled | — | — | — |
| Outstanding, August 31, 2012 | <u>297,085</u> | <u>\$0.12 - \$5.16</u> | <u>\$ 1.43</u> |
| Granted | — | — | — |
| Exercised | — | — | — |
| Cancelled | (15,000) | \$ 5.16 | 5.16 |
| Outstanding, November 30, 2012 | <u>282,085</u> | <u>\$0.12 - \$2.40</u> | <u>\$ 1.23</u> |

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between our closing stock price on the last trading day of the first quarter of fiscal 2013 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on November 30, 2012.

| | <u>Options Outstanding</u> | <u>Options Exercisable</u> |
|---|--------------------------------|--------------------------------|
| Number of options | 282,085 | 282,085 |
| Aggregate intrinsic value of options | \$ — | \$ — |
| Weighted average remaining contractual term (years) | 1.66 | 1.66 |
| Weighted average exercise price | \$ 1.23 | \$ 1.23 |

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Expected volatility is based primarily on historical volatility. Historical volatility is computed using weekly average pricing observations for an applicable historic period. We believe this method produces an estimate that is representative of our expectations of the future volatility over the expected term of our options. We currently have no reason to believe future volatility over the expected life of these options is likely to differ materially from historical volatility. The weighted-average expected life is based upon share option exercises, pre and post vesting terminations and share option term expirations. The risk-free interest rate is based on the U.S. treasury security rate estimated for the expected life of the options at the date of grant.

We have 6,377,418 and 4,525,000 shares of common stock available for future issuance under our 2000 Stock Incentive Plan and 1997 Stock Incentive Plan, respectively, as of November 30, 2012. Under the 2000 Stock Incentive Plan and 1997 Stock Incentive Plan, the price of the granted common stock options are equal to the fair market value of such shares on the date of grant. Both of these plans have been approved by our shareholders.

NOTE 6 — COMMITMENTS AND CONTINGENCIES

CONSULTING CONTRACT

On September 1, 2012, Michael Kramarz, the Company's Chief Financial Officer, signed an additional twelve month consulting agreement. Mr. Kramarz is to perform all his regular duties he had previously performed as Chief Financial Officer including the preparation of the Company's financial statements, SEC Filings, maintenance of corporate records, etc. Mr. Kramarz is to be compensated \$70 per hour worked and will turn in weekly time sheets for approval. Mr. Kramarz had previously had consulting contracts for the period of January 2008 through August 2012. During the three months ended November 30, 2012 and 2011, we incurred an expense of \$25,830 and \$19,600 respectively, under these agreements.

NOTE 7 — RELATED PARTY TRANSACTIONS

FINANCING WITH RELATED PARTIES:

During the three months ended November 30, 2012 and 2011, the Company entered into financing agreements with related parties of the Company. Please see Note 4 for further descriptions of these transactions.

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NOTE 8 – JOINT VENTURES

Institut für Umwelttechnologien GmbH (IUT)

In February 2009, we entered into a Technology Agreement with Institut für Umwelttechnologien GmbH, a German Company (“IUT”) whereunder the parties have agreed that:

- The Company has granted an exclusive license to a new IUT subsidiary, called “IUTM”, to develop and manufacture products based on the Company’s proprietary information. This proprietary information is not based on the technology
- (a) that had been subject to the Master License Agreement with the University of Maryland – Baltimore. The Company has also transferred to IUTM a number of items of laboratory equipment and inventory useful in connection with the licensed information.
 - (b) The Company retains rights to market products based on such information as well as first consideration for marketing rights for other possible IUTM products.
 - (c) In consideration of the license, the Company has received a 10% equity interest in IUTM, which is organized as a private German limited liability company and IUT has assumed approximately \$82,000 of the Company’s indebtedness.
 - (d) The Company’s marketing rights have been transferred to its subsidiary, Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary.

We have been advised that IUTM is continuing the development of a brachytherapy device generally as described above but based on proprietary technology not developed by the University of Maryland. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization. While our Management is optimistic as to the outcome of those discussions and future success in financing, it is not possible to predict the probabilities of success with any degree of certainty. It was determined at August 31, 2010, the value of the investment in IUTM was impaired. Accordingly, we recorded an impairment loss in the amount of \$3,186.

On September 23, 2010, the Company signed a Memorandum of Understanding with Institut für Umwelttechnologien GmbH and IUT Medical GMBH confirming certain understandings among the parties with respect to their future relationships and business activities as originally contemplated in their Technology Agreement of February 27, 2009, which was reaffirmed.

Because the development of the brachytherapy device is not complete and it cannot be marketed at this time, the Company’s management and Board of Directors have determined that the Company has reentered the development stage effective June 1, 2011. Since the Company has limited operations at this point in time, the Company will be considered a development stage company. The Company is advised and believes that IUTM continues the development of that and other medical products that we would market under the terms of the Agreement described above.

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NOTE 9 – RECENT ACCOUNTING PRONOUNCEMENTS

We have evaluated all Accounting Standards Updates through the date the financial statements were issued and do not believe any will have a material impact on our financial condition or results of operations.

NOTE 10 – STATEMENT OF CASH FLOWS

For the three months ended November 30, 2012, these supplemental non-cash investing and financing activities are summarized as follows:

| | Amount |
|--|-----------|
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer’s insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2012. | 10,404 |
| Total non-cash transactions from investing and financing activities. | \$ 10,404 |

For the three months ended November 30, 2011, these supplemental non-cash investing and financing activities are summarized as follows:

| | Amount |
|---|------------|
| On October 6, 2011, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,403 |
| On October 6, 2011, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2011. | 71,128 |
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2011. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer’s insurance premiums. The note bears interest at a rate of 9.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2011. This note was paid in full during fiscal 2012. | 8,078 |
| Total non-cash transactions from investing and financing activities. | \$ 210,012 |

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For the period since reentering the development stage on June 1, 2011 to November 30, 2012, these supplemental non-cash investing and financing activities are summarized as follows:

| | Amount |
|--|------------|
| On October 6, 2011, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,402 |
| On October 6, 2011, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2011. | 71,128 |
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2011. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer's insurance premiums. The note bears interest at a rate of 8.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2012. | 8,078 |
| During fiscal 2011, the Company converted \$3,720 of principal and accrued interest into 92,998 shares of its common stock. These shares were issued in July 2011. | 3,720 |
| The Company recognized conversion expense as a result of reducing the conversion price on notes converted during fiscal 2011. | 6,076 |
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer's insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2011. | 10,404 |
| Total non-cash transactions from investing and financing activities. | \$ 230,211 |

NOTE 11 — SUBSEQUENT EVENTS

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report and there are no other material subsequent events to report except the following:

On January 8, 2013, the Company sold 2,000,000 shares of common stock to three non-related accredited investors at \$0.01 per share.

ITEM 2. Management's Discussion And Analysis of Financial Condition and Results of Operation

THIS QUARTERLY REPORT ON FORM 10-QSB CONTAINS CERTAIN STATEMENTS WHICH ARE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE SAFE HARBOR PROVISIONS OF SECTION 27A OF THE SECURITIES ACT OF 1993, AS AMENDED, AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE STATEMENTS RELATE TO FUTURE EVENTS, INCLUDING THE FUTURE FINANCIAL PERFORMANCE OF ONCOLOGIX. IN SOME CASES, YOU CAN IDENTIFY FORWARD-LOOKING STATEMENTS BY TERMINOLOGY SUCH AS "MAY," "WILL," "SHOULD," "EXPECTS," "PLANS," "ANTICIPATES," "BELIEVES," "ESTIMATES," "PREDICTS," "POTENTIAL," OR "CONTINUE" OR THE NEGATIVE OF SUCH TERMS AND OTHER COMPARABLE TERMINOLOGY. THESE STATEMENTS ONLY REFLECT MANAGEMENT'S EXPECTATIONS AND ESTIMATES AS OF THE DATE OF THIS REPORT. ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY FROM THESE EXPECTATIONS. IN EVALUATING THOSE STATEMENTS, YOU SHOULD SPECIFICALLY CONSIDER VARIOUS FACTORS, INCLUDING THE RISKS INCLUDED IN THE REPORTS FILED BY ONCOLOGIX WITH THE SEC. THESE FACTORS MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM ANY FORWARD-LOOKING STATEMENTS. ONCOLOGIX IS NOT UNDERTAKING ANY OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS CONTAINED IN THIS REPORT.

This report should be read in conjunction with our Annual report on Form 10-K for the fiscal year ended August 31, 2012.

FORWARD LOOKING STATEMENTS

This Current Report contains forward-looking statements as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934. These statements relate to future events or future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Such statements are based on currently available financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from historical experience and present expectations. Undue reliance should not be placed on such forward-looking statements as such statements speak only as of the date on which they are made. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Forward-looking statements are predictions and not guarantees of future performance or events. The forward-looking statements are based on current industry, financial and economic information, which we have assessed but which by its nature, is dynamic and subject to rapid and possibly abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with our business. We hereby qualify all our forward-looking statements by these cautionary statements. We undertake no obligation to amend this report or revise publicly these forward looking statements (other than pursuant to reporting obligations imposed on registrants pursuant to the Securities Exchange Act of 1934) to reflect subsequent events or circumstances.

These forward-looking statements speak only as of their dates and should not be unduly relied upon. We undertake no obligation to amend this report or revise publicly these forward-looking statements (other than pursuant to reporting obligations imposed on registrants pursuant to the Securities Exchange Act of 1934) to reflect subsequent events or circumstances, whether as the result of new information, future events or otherwise.

Throughout this report, unless otherwise indicated by the context, references herein to the "Company", "Oncologix", "we", "our" or "us" means Oncologix Tech, Inc., a Nevada corporation and its corporate subsidiaries and predecessors.

GENERAL DISCUSSION

We were originally formed in 1995 as "Wavetech, Inc." a New Jersey corporation and changed our corporate domicile to Nevada in December 1997, by merging into a Nevada corporation named, "Interpretel International, Inc." We subsequently changed our name, first to "Wavetech International, Inc." and then, in 2000, to "BestNet Communications Corp." Our business at the time was to provide worldwide long distance telephone communication and teleconferencing services to commercial and residential consumers through the internet. That business was never profitable and we were able to continue it only by repeated equity and debt financings. Accordingly, during December 2006, we determined to dispose of that business and sold it during February 2007.

We entered the medical device business at the end of July 2006 through the acquisition of JDA Medical Technologies, Inc. ("JDA"), a development stage company, which was merged into our wholly owned subsidiary, Oncologix Corporation. On January 22, 2007, we changed our name to Oncologix Tech, Inc., to reflect this new business. During June 2007, we moved our principal offices from Grand Rapids, Michigan, to our offices at 3725 Lawrenceville-Suwanee Road, Suite B-4, Suwanee, Georgia, 30024, telephone (770) 831-8818. At that address, our business was the development of a medical device for brachytherapy (radiation therapy), called the "Oncosphere" (or "Oncosphere System"), for the advanced medical treatment of soft tissue cancers. It is a radioactive micro-particle designed to deliver therapeutic radiation directly to a tumor site by introducing the micro-particles into the artery that feeds the tumor tissue. Its first application is expected to be the treatment of liver cancer. Due to a lack of funding, we suspended these activities on December 31, 2007, whereupon we closed the offices in Suwanee Georgia.

Our new mailing address is P.O. Box 8832, Grand Rapids, MI 49518-8832, telephone (616) 977-9933.

During May 2008, we determined to dispose of most of the assets related to the development of the Oncosphere.

In February 2009, we entered into a Technology Agreement with Institut für Umwelttechnologien GmbH, a German Company ("IUT") whereunder the parties have agreed that:

- The Company has granted an exclusive license to a new IUT subsidiary, called "IUTM", to develop and manufacture products based on the Company's proprietary information. This proprietary information is not based on the technology
- (a) that had been subject to the Master License Agreement with the University of Maryland – Baltimore. The Company has also transferred to IUTM a number of items of laboratory equipment and inventory useful in connection with the licensed information.
 - (b) The Company retains rights to market products based on such information as well as first consideration for marketing rights for other possible IUTM products.
 - (c) In consideration of the license, the Company has received a 10% equity interest in IUTM, which is organized as a private German limited liability company and IUT has assumed approximately \$82,000 of the Company's indebtedness.
 - (d) The Company's marketing rights have been transferred to its subsidiary, Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary.

In addition, on April 7, 2009, the Company entered into a Termination Agreement with the University of Maryland – Baltimore, The Master License Agreement between the Company and the University has been formally terminated and each party has released the other from all liabilities arising under the Master License Agreement.

We have been advised that IUTM is continuing the development of a brachytherapy device generally as described above but based on proprietary technology not developed by the University of Maryland. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization. While our Management is optimistic as to the outcome of those discussions and future success in financing, it is not possible to predict the probabilities of success with any degree of certainty.

On May 19, 2011, the Company effected a one-for-four reverse stock split. All share and per share information have been restated to retroactively show the effect of this stock split. The reverse split was approved by a majority of the Company's shareholders on March 24, 2011.

Because the development of the brachytherapy device is not complete and it cannot be marketed at this time, the Company's management and Board of Directors have determined that the Company has reentered the development stage effective June 1, 2011. Since the Company has limited operations at this point in time, the Company will be considered a development stage company. The Company is advised and believes that IUTM continues the development of that and other medical products that we would market under the terms of the Agreement described above.

CRITICAL ACCOUNTING POLICIES

“Management's Discussion and Analysis or Plan of Operation” (“MDA”) discusses our condensed consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements, 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 period. On an on-going basis, we evaluate our estimates and judgments, including those related to research and development costs, deferred income taxes and the carrying value of long-lived assets.

We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. The result of these estimates and judgments form the basis for making conclusions about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; changes in these estimates as a result of future events may have a material effect on the Company's financial condition.

For a summary of all our significant accounting policies, including the critical accounting policies discussed above, see Note 2 – Summary of Significant Accounting Policies in this quarterly report.

COMPARISON OF THE THREE MONTH PERIOD ENDED NOVEMBER 30, 2012 TO THE THREE MONTH PERIOD ENDED NOVEMBER 30, 2011

General and Administrative Expense

General and administrative expenses included in our results from continuing operations include legal and accounting fees, license fees, travel, payroll and related expenses, directors and officers insurance, and public relations expenses. These expenses relate primarily to general corporate overhead.

General and administrative expense increased to \$43,750 during the three-month period ended November 30, 2012, from \$36,643, a increase of 19% or \$7,107 in the comparable period in fiscal 2012. Payroll and related expenses increased to \$27,806 during the three-month period ended November 30, 2012, from \$21,158 in the comparable period in fiscal 2012, due primarily to increased hours from our CFO in preparation of the information necessary for our quarterly SEC filings which now include XBRL filings. Licenses and Fees expense increased to \$4,063 during the three-month period ended November 30, 2012, from \$3,331 in the comparable period in fiscal 2012, due primarily to higher transfer agent costs.

Depreciation and Amortization

Depreciation and amortization increased to \$90 during the three-month period ended November 30, 2012, from \$75 in the comparable period in fiscal 2012. The increase in depreciation and amortization was the result of second year depreciation on fiscal 2012 purchases..

Interest Income

There was no reportable interest income during the three or nine-month periods ended November 30, 2012 and 2011.

Interest and Finance Charges

Interest and finance charges increased to \$2,851 for the three-month period ended November 30, 2012, from \$2,702, an increase of 6% or \$149 for the comparable period in fiscal 2012. The increase is primarily attributable finance charges for purchases on credit..

Interest and finance charges – related parties decreased to \$3,653 for the three-month period ended November 30, 2012, from \$10,019, a decrease of 64% or \$6,366 for the comparable period in fiscal 2012. The decrease is primarily attributable to the conversion and payoff of several related party notes in fiscal 2012.

A summary of interest and finance charges is as follows:

| | For the Three Months Ended | | Cumulative Since Reentering Development Stage on June 1, 2011 |
|---|----------------------------|----------------------|---|
| | November 30, 2012 | November 30, 2011 | |
| Interest expense on non-convertible notes | \$ — | \$ 60 | \$ 409 |
| Interest expense on non-convertible notes - related parties | 137 | 414 | 2,325 |
| Interest expense on convertible notes payable | 2,493 | 2,641 | 15,610 |
| Interest expense on convertible notes payable - related parties | 3,516 | 3,605 | 21,451 |
| Amortization of note payable discounts - related parties | — | — | 10,000 |
| Other interest and finance charges | 358 | 6,000 | 600 |
| Total interest and finance charges | <u>\$ 6,504</u> | <u>\$ 12,720</u> | <u>\$ 50,395</u> |

Induced Conversion Expense

Induced conversion expense decreased to \$0 for the three-month period ended November 30, 2012, from \$25,403, a decrease of more than 100% for the comparable periods in fiscal 2012. The decrease was due to the issuance of shares of common stock for the conversion of a convertible promissory note during the first quarter of fiscal 2012, as a result of reducing the conversion price from \$0.08 to \$0.04 per share for these conversions.

Loss on Conversion of Notes Payable

Loss on conversion of notes payable decreased to \$0 for the three -month period ended November 30, 2012, from \$70,000, a decrease of more than 100% for the comparable period in fiscal 2012. The decrease was due to the issuance of shares of common stock for the conversion of a related party convertible promissory note during the first quarter of fiscal 2012 at below market value.

LIQUIDITY AND CAPITAL RESOURCES

We were unable to obtain the financing necessary to continue development operations after December 31, 2007. Consequently, we terminated the employment of all of our personnel, effective as of that date. We anticipate that we will require \$200,000 to operate for the next twelve months. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization.

Our operating losses to date have been covered by equity and debt financing obtained from private investors, including certain present and former members of our Board of Directors. We never achieved positive cash flow or profitability in our telephone business because we did not generate a volume of business sufficient to cover our overhead costs.

On November 30, 2012, we had cash and cash equivalents of \$6,260. We have historically relied upon the issuance of debt or equity in order to finance our operations. Our operating losses to date have been covered by equity and debt financing obtained from private investors, including certain current and former members of our Board of Directors.

Below is a summary listing for the next 12 months, as of November 30, 2012, of our required minimum cash payments for our short-term notes payable, short-term convertible notes payable and their respective due dates. To the extent the convertible notes are not converted, funds for repayment will have to be raised through additional debt or equity financings.

| <u>Due Date</u> | <u>Interest Rate</u> | <u>Amount</u> | <u>Accrued Interest***</u> | <u>Total Owed</u> | <u>Convertible/ Non-Convertible</u> |
|-----------------|----------------------|-------------------|----------------------------|-------------------|-------------------------------------|
| 2/11/2013 (1) | 6.00% | \$ 10,000 | \$ 247 | \$ 10,247 | Non-convertible |
| 2/21/2013 (1) | 6.00% | \$ 5,000 | \$ 74 | \$ 5,074 | Non-convertible |
| 9/30/2013 (2) | 6.00% | 235,025 | 63,476 | 298,501 | Convertible at \$0.20 per share |
| 9/30/2013 | 8.00% | 125,000 | 53,397 | 178,397 | Convertible at \$0.60 per share |
| | | <u>\$ 375,025</u> | <u>\$ 117,194</u> | <u>\$ 492,219</u> | |

(1) Note payable to Anthony Silverman, our President and CEO.

(2) Note payable to former CEO who resigned on 4/1/09 and still remains a director of our subsidiary.

*** Interest calculated to maturity or conversion

INFLATION AND OTHER FACTORS

The Company's operations are influenced by general economic trends and technology advances in the medical industries.

Our activities in the development, manufacture and sale of cancer therapy products are, and will be subject to extensive laws, regulations, regulatory approvals and guidelines. Within the United States, therapeutic radiological devices must comply with the U.S. Federal Food, Drug and Cosmetic Act, which is enforced by the FDA. We are also required to adhere to applicable FDA regulations for Good Manufacturing Practices, including extensive record keeping and periodic inspections of manufacturing facilities. Medical devices such as the Oncosphere cannot be used or sold unless they are approved for specified purposes by the FDA. There are two levels of FDA approval. The first is the granting of approval to evaluate use of the device in human subjects (through an IDE); the second is obtaining approval to market the device to the public for the treatment of specified diseases (PMA).

If we are successful in implementing our plans, our business will involve the importing, exporting, design, manufacture, distribution, use and storage of beta and gamma emitting radioisotopes. These activities in the United States are subject to federal, state and local rules relating to radioactive material promulgated by the Nuclear Regulatory Commission ("NRC"), and states that have subscribed to certain standards and local authorities, known as "Agreement States" In addition, we must comply with NRC, state and U.S. Department of Transportation requirements for labeling and packaging shipments of radiation sources to hospitals or others users of our devices. In order to market our devices commercially, we will be required to obtain a sealed source device registration from Agreement States and/or the NRC, depending on the states in which the device will be distributed.

Additionally, hospitals in the United States are required to have radiation licenses to hold, handle and use radiation. Many hospitals and/or physicians in the United States will be required to amend their radiation licenses to include our isotopes before receiving and using them. Depending on the state in which the hospital is located, the license amendment will be processed by the responsible subscribing state department or agency or by the NRC.

Obtaining such registration, approvals, and licenses can be complicated and time consuming and there is no assurance that any of them can be obtained.



ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

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

ITEM 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, due to the material weaknesses disclosed in its Annual Report on Form 10-K for the year ended August 31, 2012 that remain unremediated, the Company's disclosure controls and procedures were not effective as of November 30, 2012. As a result of this conclusion, the financial statements for the periods covered by this report were prepared with particular attention to the material weaknesses previously disclosed. Accordingly, management believes that the condensed consolidated financial statements included in the Quarterly Report present fairly, in all material respects, the Company's financial condition, results of operations and cash flows as of and for the periods presented.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the three months ended November 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. Legal Proceedings

None

ITEM 1A. Risk Factors

We are a “smaller reporting company” as defined by Regulation S-K and as such, are not required to provide the information contained in this item pursuant to Regulation S-K.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

| | | |
|------------------|----------|---|
| October 19, 2011 | \$25,000 | On October 19, 2011, the Company sold 625,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| January 26, 2012 | \$40,000 | On January 26, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| April 26, 2012 | \$10,000 | On April 26, 2012, the Company sold 250,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| October 15, 2012 | \$20,000 | On October 15, 2012, the Company sold 1,000,000 shares of common stock to 9 non-related accredited investors at \$0.02 per share. |

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

| | Exhibits. | Description |
|-----------|------------------|--|
| Exhibits. | | |
| 31.1 | | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

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

Dated: January 14, 2013

ONCOLOGIX TECH, INC.

By: /s/ Anthony Silverman
Anthony Silverman, President and Chief Executive Officer

By: /s/ Michael A. Kramarz
Michael A. Kramarz, Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anthony Silverman certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Oncologix Tech, Inc.;
- (2) Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Report;
- (3) Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods represented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others with these entities, particularly during the period in which this Report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - (d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: January 14, 2013

By: /s/ Anthony Silverman
Anthony Silverman
Chief Executive Officer and President

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael A. Kramarz, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Oncologix Tech, Inc.;
- (2) Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Report;
- (3) Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods represented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (c) such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others with these entities, particularly during the period in which this Report is being prepared;
 - (d) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - (d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- (6) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: January 2013

By: /s/ Michael A. Kramarz
Michael A. Kramarz
Chief Financial Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael A. Kramarz, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Oncologix Tech, Inc.;
- (2) Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Report;
- (3) Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods represented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (c) such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others with these entities, particularly during the period in which this Report is being prepared;
 - (d) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - (d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- (6) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: January 2013

By: /s/ Michael A. Kramarz
Michael A. Kramarz
Chief Financial Officer

ONCOLOGIX TECH, INC. AND SUBSIDIARIES

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

In connection with the Annual Report of Oncologix Tech, Inc. (the "Company") on Form 10-Q for the three months ended November 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Anthony Silverman, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Anthony Silverman

Anthony Silverman
Chief Executive Officer and President
January 14, 2013

ONCOLOGIX TECH, INC. AND SUBSIDIARIES

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

In connection with the Annual Report of Oncologix Tech, Inc. (the "Company") on Form 10-Q for the three months ended November 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Michael A. Kramarz, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (3) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (4) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Michael A. Kramarz

Michael A. Kramarz
Chief Financial Officer
January 14, 2013

**Stockholders Equity (Details
Narrative) (USD \$)**

**1 Months Ended
Jan. 31, 2003**

Stockholders Equity Details Narrative

| | |
|--|-----------|
| <u>Series A convertible preferred stock authorized</u> | 4,500,000 |
| <u>Series A convertible preferred stock par value</u> | \$ 0.001 |
| <u>Series A convertible preferred stock per share conversion to one-half share of common stock</u> | \$ 0.40 |
| <u>Series A convertible preferred stock outstanding</u> | 129,062 |

**Subsequent Events (Details
Narrative) (USD \$)**

Jan. 08, 2013

Subsequent Events Details Narrative

2,000,000 shares of ommon stock sold at \$0.01 per share to non-related accredited investors \$ 20,000

**Notes Payable (Details
Narrative 3) (USD \$)**

Oct. 31, 2012

Notes Payable Details Narrative 3

Note payable for insurance premiums \$ 10,404

Interest rate of note 9.27%

10 monthly installment payments \$ 1,085

**Summary of Significant
Accounting Policies - Net
Loss Per Common Share -
Dilutive Securities (Details)
(USD \$)**

3 Months Ended **12 Months Ended**
Nov. 30, 2012 **Nov. 30, 2011** **Aug. 31, 2012**

Description

| | | | |
|--|------------|------------|--------|
| <u>Convertible preferred stock</u> | 64,531 | 64,531 | 64,531 |
| <u>Convertible notes payable</u> | 1,383,459 | 1,695,959 | |
| <u>Options</u> | \$ 297,085 | \$ 297,085 | |
| <u>Warrants</u> | | | |
| <u>Total potentially dilutive securities</u> | 1,745,075 | 2,057,575 | |

**Stockholders Equity (Details
Narrative 3)**

Nov. 30, 2012

[Stockholders Equity Details Narrative 3](#)

[Shares authorized under stock option plans](#) 7,500,000

[Shares available under 1997 stock option plan](#) 4,525,000

[Shares available under 2000 stock option plan](#) 6,377,418

**Stockholders Equity (Details
3) (USD \$)**

**3 Months Ended
Nov. 30, 2012 Nov. 30, 2011**

Number of Shares

| | | |
|--|----------|---------|
| <u>Options Outstanding, beginning balance</u> | 297,085 | 297,085 |
| <u>Shares Granted</u> | | |
| <u>Shares Exercised</u> | | |
| <u>Shares Cancelled</u> | (15,000) | |
| <u>Options Outstanding, ending balance</u> | 282,085 | 297,085 |
| <u>Options Outstanding, Lower Range, beginning balance</u> | \$ 0.12 | \$ 0.12 |
| <u>Options Outstanding, Upper Range, beginning balance</u> | \$ 5.16 | \$ 5.16 |
| <u>Shares Granted, Lower range</u> | | |
| <u>Shares Granted, Upper range</u> | | |
| <u>Shares Exercised, Lower range</u> | | |
| <u>Shares Exercised, Upper range</u> | | |
| <u>Shares Cancelled, Lower range</u> | | |
| <u>Shares Cancelled, Upper range</u> | \$ 5.16 | |
| <u>Options Outstanding, Lower Range, ending balance</u> | \$ 0.12 | \$ 0.12 |
| <u>Options Outstanding, Upper Range, ending balance</u> | \$ 2.40 | \$ 5.16 |
| <u>Weighted Average Exercise Price</u> | | |
| <u>Options Outstanding, beginning balance</u> | \$ 1.43 | \$ 1.43 |
| <u>Shares Granted</u> | | |
| <u>Shares Cancelled</u> | \$ 5.16 | |
| <u>Options Outstanding, ending balance</u> | \$ 1.23 | \$ 1.43 |

Notes Payable

**3 Months Ended
Nov. 30, 2012**

Payables and Accruals

[Abstract]

Notes Payable

NOTE 4 – NOTES PAYABLE

CONVERTIBLE NOTES PAYABLE:

Convertible notes payable consist of the following as of November 30, 2012 and 2011:

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 8.0% convertible notes due September 30, 2013 | \$ 125,000 | \$ 125,000 |
| Total unsecured convertible notes payable | 125,000 | 125,000 |
| Less: Current portion | (125,000) | – |
| Long-term portion | <u>\$ –</u> | <u>\$ 125,000</u> |

During May and June 2007, we issued nine Convertible Promissory Notes in an aggregate principal amount of \$700,000. These Convertible Promissory Notes were due May 7, 2008, bore interest at the rate of 8% per annum and were convertible into our common stock at a rate of \$1.00. Eight of these notes were converted into common stock in fiscal 2009. The remaining Convertible Promissory Note, in the principal amount of \$125,000, was extended on January 28, 2010 initially to March 31, 2012 and then extended to September 30, 2013. In conjunction with the initial extension, the conversion price was reduced to \$0.60. As of November 30, 2012, the Company has accrued interest in the amount of \$45,069.

CONVERTIBLE RELATED PARTY NOTES PAYABLE:

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 6.0% convertible note due September 30, 2013 (1) | \$ 235,025 | \$ 235,025 |
| Total unsecured related party convertible notes payable | 235,025 | 235,025 |
| Less: Current portion | (235,025) | – |
| Long-term portion | <u>\$ –</u> | <u>\$ 235,025</u> |

(1) Note payable to former CEO who resigned 4/1/09 and still remains a director of our subsidiary.

On April 1, 2009, we issued to Ms. Lindstrom, our former Chief Executive Officer and current member of our subsidiary's Board of Directors, a convertible promissory note in lieu of payment of \$235,025 in accrued salary owed to Ms. Lindstrom. This note accrues interest at a rate of 6% per annum and was originally due on March 31, 2012. The note is convertible into shares of the Company's common stock at a rate of \$0.20 per common share. Ms. Lindstrom signed an abstention to convert this note until June 01, 2011. On March 16, 2012, Ms. Lindstrom agreed to

extend the due date of the note to September 30, 2013. There was no beneficial conversion feature recognized upon the issuance of this note. As of November 30, 2012, the Company has accrued interest in the amount of \$44,661.

RELATED PARTY NOTES PAYABLE:

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 6.00% note payable paid off February 11, 2013 (1) | \$ 10,000 | \$ - |
| 6.00% note payable paid off February 21, 2013 (1) | 5,000 | - |
| | <u> </u> | <u> </u> |
| Outstanding unsecured related party notes payable | <u>\$ 15,000</u> | <u>\$ -</u> |

(1) Note payable to Anthony Silverman, the Company's President and CEO.

On September 14, 2012, the Company issued a 90-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$10,000. The note bears interest at 6% per annum. This note was further extended to February 11, 2013. As of November 30, 2012, the Company has accrued interest in the amount of \$127.

On October 11, 2012, the Company issued a 30-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$5,000. The note bore an interest rate of 6%. This note was paid off, together with accrued interest of \$5 on October 17, 2012.

On November 23, 2012 the Company issued a 90-Day promissory note to Anthony Silverman, its President and CEO, in the principal amount of \$5,000. The note bears interest at 6% per annum. As of November 30, 2012, the Company has accrued interest in the amount of \$6.

OTHER NOTES PAYABLE:

On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer's insurance premiums. The note bears interest at a rate of 9.27% per annum and is due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2012.

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 8.99% note payable due August 31, 2013 | \$ 9,399 | \$ - |
| | <u> </u> | <u> </u> |
| Outstanding unsecured related party convertible notes payable | <u>\$ 9,399</u> | <u>\$ -</u> |

| Statement of Cash Flows (Details) (USD \$) | 3 Months Ended | | | | |
|--|------------------|------------------|------------------|------------------|------------------|
| | Nov. 30, 2012 | Nov. 30, 2011 | Oct. 31, 2012 | Oct. 31, 2011 | Oct. 06, 2011 |
| Statement Of Cash Flows Details | | | | | |
| <u>Conversion of 635,069 shares of common stock</u> | | | \$ 25,403 | | \$ 25,403 |
| <u>Conversion expense nonrelated party notes</u> | 25,403 | 25,403 | | | |
| <u>Conversion of 1,778,193 shares of related party common stock</u> | | | 71,128 | | 71,128 |
| <u>Director and officer insurance premium note payable</u> | | | 10,404 | 8,078 | |
| <u>Interest rate for director and officer insurance premium note payable</u> | | | 9.27% | 8.99% | |
| <u>Conversion of 92,998 shares of common stock</u> | | 3,720 | | | |
| <u>Conversion expense reduction on notes</u> | | 6,076 | | | |
| <u>Conversion loss related party notes</u> | 70,000 | | | | |
| <u>Total noncash transactions from investing and financing activities</u> | \$ 230,211 | \$ 210,012 | | | |

Notes Payable (Details 2)
(USD \$)

Nov. 30, 2012 Aug. 31, 2012

Notes Payable Details 2

| | |
|--|-----------|
| <u>6.00% note payable paid off February 11, 2013</u> | \$ 10,000 |
| <u>6.00% note payable paid off February 21, 2013</u> | 5,000 |
| <u>Outstanding unsecured related party notes payable</u> | \$ 15,000 |

Notes Payable (Details 1)
(USD \$)

Nov. 30, 2012 Aug. 31, 2012

Notes Payable Details 1

| | | |
|--|------------|------------|
| <u>6.0% convertible notes due September 30, 2013</u> | \$ 235,025 | \$ 235,025 |
| <u>Total unsecured related party convertible notes payable</u> | 235,025 | 235,025 |
| <u>Less: Current portion</u> | (235,025) | |
| <u>Long-term portion</u> | | \$ 235,025 |

**Commitments and
Contingencies (Details
Narrative) (USD \$)**

3 Months Ended
Nov. 30, 2012 Nov. 30, 2011 Sep. 12, 2012

Commitments And Contingencies Details Narrative

| | | | |
|---|-----------|-----------|-------|
| <u>Consulting agreement related party hourly compensation</u> | | | \$ 70 |
| <u>Company expense related party agreement</u> | \$ 25,830 | \$ 19,600 | |

**Notes Payable (Details
Narrative) (USD \$)**

**2 Months Ended
Jun. 30, 2007**

Notes Payable Details Narrative

| | |
|---|------------|
| <u>Convertible promissory notes due May 7 2008</u> | \$ 700,000 |
| <u>Interest rate of notes</u> | 8.00% |
| <u>Per share common stock conversion rate</u> | 1.00 |
| <u>Extended convertible promissory notes due March 31, 2012</u> | 125,000 |
| <u>Per share conversion rate of extended notes</u> | 1.00 |
| <u>Interest accrued on promissory notes</u> | \$ 45,069 |

**Notes Payable (Details
Narrative 1) (USD \$)**

Nov. 30, 2012 Aug. 31, 2012 Apr. 01, 2009

Notes Payable Details Narrative 1

| | | |
|---|------------|------------|
| <u>Convertible promissory note related party due March 31, 2012</u> | \$ 235,025 | \$ 235,025 |
| <u>Interest rate of note</u> | | 6.00% |
| <u>Per share conversion rate of note</u> | | 0.20 |
| <u>Interest accrued on promissory notes</u> | | \$ 44,661 |

Going Concern

**3 Months Ended
Nov. 30, 2012**

[Organization, Consolidation
and Presentation of
Financial Statements
\[Abstract\]
Going Concern](#)

NOTE 3 – GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company has incurred losses from operations over the past several years and anticipates additional losses in fiscal 2013 and prior to achieving breakeven.

As of the date of this report, we will need approximately \$200,000 to fund operations for the next twelve (12) months, without regard to repaying any outstanding accounts payable, convertible or non-convertible notes payable as well as funding the marketing for our joint venture with IUTM as described in Notes 4 and 9. This funding will allow us to maintain basic operations and to keep our public filings current. Our Company has never been profitable and we have had to rely on debt and equity financings to fund operations. Significant delays in development could affect the ability to obtain future debt and equity funding. These factors raise substantial doubt about the Company's ability to continue as a going concern. After auditing our financial statements, our independent auditor issued a going concern opinion and our ability to continue is dependent on our ability to raise additional capital. Currently there is a substantial doubt in the Company's ability to continue as a going concern.

On May 19, 2011, the Company effected a 1 for 4 reverse stock split. This reverse split will give the Company the ability to raise additional operating funds for both our potential joint ventures, and to fund further ongoing operations. While there is no guarantee that funds will be available, we believe this reverse split will allow us to consummate our joint ventures and move towards a positive cash flow position.

**Notes Payable (Details
Narrative 2) (USD \$)**

Nov. 23, 2012 Oct. 31, 2012 Oct. 11, 2012 Sep. 14, 2012 Oct. 31, 2011

Notes Payable Details Narrative 2

| | | | | | |
|---|----------|-----------|-------|-----------|----------|
| <u>90 day related party promissory note</u> | \$ 5,000 | \$ 10,404 | | \$ 10,000 | \$ 8,078 |
| <u>30 day related party promissory note</u> | | | 5,000 | | |
| <u>Interest rate of notes</u> | 6.00% | | 6.00% | 6.00% | |
| <u>Interest accrued on promissory notes</u> | \$ 6 | | \$ 5 | \$ 127 | |

| Stockholders Equity (Details Narrative 1) (USD \$) | Nov. 30, 2012 | Aug. 31, 2012 | Aug. 31, 2011 | Mar. 30, 2003 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| <u>Private Placement of Units</u> | | | | |
| <u>Common stock unit</u> | | | | 3 |
| <u>Series A preferred stock unit</u> | | | | 1 |
| <u>Par value of Series A preferred stock</u> | | | | \$ 0.001 |
| <u>Three year warrant to purchase one share of common stock</u> | | | | \$ 0.30 |
| <u>Series A preferred stock convertible to oen-half share of common stock</u> | | | | \$ 0.40 |
| <u>Total convertible units issued</u> | | | | 4,032,743 |
| <u>Units Outstanding</u> | | | | |
| <u>Units outstanding</u> | 129,062 | 129,062 | 129,062 | |
| <u>Underlying Series A preferred stock</u> | 64,531 | 64,531 | | |
| <u>Underlying common stock</u> | 96,797 | 96,794 | | |

**Unaudited Condensed
Consolidated Balance Sheets
(USD \$)**

| | Nov. 30, 2012 | Aug. 31, 2012 |
|--|--------------------------|--------------------------|
| Current Assets: | | |
| <u>Cash and cash equivalents</u> | \$ 6,260 | \$ 1,931 |
| <u>Prepaid expenses and other current assets</u> | 12,330 | 2,993 |
| <u>Total current assets</u> | 18,590 | 4,924 |
| <u>Property and equipment (net of accumulated depreciation of \$9,006 and \$8,916)</u> | 1,391 | 1,481 |
| <u>Total assets</u> | 19,981 | 6,405 |
| Current liabilities: | | |
| <u>Convertible notes payable</u> | 125,000 | |
| <u>Convertible notes payable - related parties (net of discount of \$0 and \$0)</u> | 235,025 | |
| <u>Notes payable</u> | 9,399 | |
| <u>Notes payable - related parties</u> | 15,000 | |
| <u>Accounts payable and other accrued expenses</u> | 152,970 | 142,990 |
| <u>Accrued interest payable</u> | 45,069 | 42,575 |
| <u>Accrued interest payable - related parties</u> | 51,863 | 48,216 |
| <u>Total current liabilities</u> | 634,326 | 233,781 |
| Long-term liabilities: | | |
| <u>Convertible notes payable - (net of discount of \$0 and \$0)</u> | | 125,000 |
| <u>Convertible notes payable - related parties (net of discount of \$0 and \$0)</u> | | 235,025 |
| <u>Total long-term liabilities</u> | | 360,025 |
| <u>Total liabilities</u> | 634,326 | 593,806 |
| Stockholders' Deficit: | | |
| <u>Preferred stock, par value \$.001 per share; 10,000,000 shares authorized 129,062 and 129,062 shares issued and outstanding at November 30, 2012 and August 31, 2012, respectively</u> | 129 | 129 |
| <u>Common stock, par value \$.001 per share; 200,000,000 shares authorized; 58,563,258 and 57,563,258 shares issued and outstanding at November 30, 2012 and August 31, 2012, respectively</u> | 58,563 | 57,563 |
| <u>Additional paid-in capital</u> | 57,716,233 | 57,697,233 |
| <u>Accumulated deficit prior to reentering development stage</u> | (58,004,869) | (58,004,869) |
| <u>Deficit accumulated during the development stage</u> | (380,922) | (333,982) |
| <u>Noncontrolling interest</u> | (3,479) | (3,475) |
| <u>Total stockholders' deficit</u> | (614,345) | (587,401) |
| <u>Total liabilities and stockholders' deficit</u> | \$ 19,981 | \$ 6,405 |

**Joint Ventures (Details
Narrative) (USD \$)**

Nov. 30, 2012 Aug. 31, 2010 Feb. 27, 2009

Joint Ventures Details Narrative

| | | |
|--|----------|-----------|
| <u>Equity interest in IUTM</u> | | 10.00% |
| <u>IUTM assumption of company debt</u> | | \$ 82,000 |
| <u>Impairment loss IUTM</u> | \$ 3,186 | |

Description of the Company

3 Months Ended

Nov. 30, 2012

Accounting Policies

[Abstract]

Description of the Company

NOTE 1 – DESCRIPTION OF THE COMPANY

We were originally formed in 1995 as "Wavetech, Inc." a New Jersey corporation and changed our corporate domicile to Nevada in December 1997, by merging into a Nevada corporation named, "Interpretel International, Inc." We subsequently changed our name, first to "Wavetech International, Inc." and then, in 2000, to "BestNet Communications Corp." Our business at the time was to provide worldwide long distance telephone communication and teleconferencing services to commercial and residential consumers through the internet. That business was never profitable and we were able to continue it only by repeated equity and debt financings. Accordingly, during December 2006, we determined to dispose of that business and sold it during February 2007.

We entered the medical device business at the end of July 2006 through the acquisition of JDA Medical Technologies, Inc. ("JDA"), a development stage company, which was merged into our wholly owned subsidiary, Oncologix Corporation. On January 22, 2007, we changed our name to Oncologix Tech, Inc., to reflect this new business. During June 2007, we moved our principal offices from Grand Rapids, Michigan, to our offices at 3725 Lawrenceville-Suwanee Road, Suite B-4, Suwanee, Georgia, 30024, telephone (770) 831-8818. At that address, our business was the development of a medical device for brachytherapy (radiation therapy), called the "Oncosphere" (or "Oncosphere System"), for the advanced medical treatment of soft tissue cancers. It is a radioactive micro-particle designed to deliver therapeutic radiation directly to a tumor site by introducing the micro-particles into the artery that feeds the tumor tissue. Its first application is expected to be the treatment of liver cancer. Due to a lack of funding, we suspended these activities on December 31, 2007, whereupon we closed the offices in Suwanee Georgia.

Our correct mailing address is P.O. Box 8832, Grand Rapids, MI 49518-8832, telephone (616) 977-9933.

During May 2008, we determined to dispose of most of the assets related to the development of the Oncosphere.

In February 2009, we entered into a Technology Agreement with Institut für Umwelttechnologien GmbH, a German Company ("IUT") whereunder the parties have agreed that:

The Company has granted an exclusive license to a new IUT subsidiary, called "IUTM", to develop and manufacture products based on the Company's proprietary information. This proprietary information is not based on the

(a) technology that had been subject to the Master License Agreement with the University of Maryland - Baltimore. The Company has also transferred to IUTM a number of items of laboratory equipment and inventory useful in connection with the licensed information.

The Company retains rights to market products based on such information

(b) as well as first consideration for marketing rights for other possible IUTM products.

In consideration of the license, the Company has received a 10% equity interest

(c) in IUTM, which is organized as a private German limited liability company and IUT has assumed approximately \$82,000 of the Company's indebtedness.

The Company's marketing rights have been transferred to its subsidiary,
(d) Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary.

In addition, on April 7, 2009, the Company entered into a Termination Agreement with the University of Maryland - Baltimore, The Master License Agreement between the Company and the University has been formally terminated and each party has released the other from all liabilities arising under the Master License Agreement.

We have been advised that IUTM is continuing the development of a brachytherapy device generally as described above but based on proprietary technology not developed by the University of Maryland. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization. While our Management is optimistic as to the outcome of those discussions and future success in financing, it is not possible to predict the probabilities of success with any degree of certainty.

On September 23, 2010, the Company signed a Memorandum of Understanding with Institut für Umwelttechnologien GmbH and IUT Medical GMBH confirming certain understandings among the parties with respect to their future relationships and business activities as originally contemplated in their Technology Agreement of February 27, 2009, which was reaffirmed.

On May 19, 2011, the Company effected a one-for-four reverse stock split. All share and per share information has been restated to retroactively show the effect of this stock split. The reverse split was approved by a majority of the Company's shareholders on March 24, 2011.

Because the development of the brachytherapy device is not complete and it cannot be marketed at this time, the Company's management and Board of Directors have determined that the Company has reentered the development stage effective June 1, 2011. Since the Company has limited operations at this point in time, the Company will be considered a development stage company. The Company is advised and believes that IUTM continues the development of that and other medical products that we would market under the terms of the Agreement described above.

| Stockholders Equity (Details 1) (USD \$) | 1 Months Ended | | 2 Months Ended | | 3 Months Ended |
|---|------------------|------------------|------------------|------------------|-------------------|
| | Jul. 31, 2011 | Feb. 28, 2005 | Apr. 30, 2010 | Aug. 31, 2004 | Jun. 30, 2008 |
| <u>Stockholders Equity Details 1</u> | | | | | |
| <u>Proceeds from conversions</u> | \$ 0 | \$ 230,393 | \$ 6,820 | \$ 487,523 | \$ 29,460 |
| <u>Series A convertible preferred stock converted</u> | 132,700 | 1,151,967 | 34,100 | 2,437,614 | 147,300 |
| <u>Converted common stock shares</u> | 0 | 2,303,934 | 68,200 | 4,875,228 | 294,600 |

**Description of the Company
(Details Narrative) (USD \$)
(USD \$)**

**1 Months Ended
Feb. 28, 2009**

Description Of Company Details Narrative Usd

| | |
|---|-----------|
| <u>Equity interest from exclusive license agreement</u> | 10.00% |
| <u>Company indebtedness transferred in consideration of exclusive license agreement</u> | \$ 82,000 |

**Stockholders Equity (Details
2) (Non-Related Accredited
Investor [Axis], USD \$)**

Oct. 15, 2012 Apr. 26, 2012 Jan. 26, 2012 Oct. 19, 2011

Non-Related Accredited Investor [Axis]

| | | | | |
|---|-----------|---------|-----------|---------|
| Shares of common stock sold | 1,000,000 | 250,000 | 1,000,000 | 625,000 |
| Price per share | \$ 0.02 | \$ 0.04 | \$ 0.04 | \$ 0.04 |
| Proceeds from sale | 20,000 | 10,000 | 40,000 | 25,000 |

**Summary of Significant
Accounting Policies - Net
Loss Per Common Share -
Basic and Diluted (Details)
(USD \$)**

| 3 Months Ended | | 18 Months Ended |
|--------------------------|--------------------------|----------------------------|
| Nov. 30, 2012 | Nov. 30, 2011 | Nov. 30, 2012 |

**Summary Of Significant Accounting Policies - Net Loss Per Common
Share -Basic And Diluted Details**

| | | | | |
|---|-------------|----|------------|--------------|
| <u>Net loss attributable to common shareholders</u> | \$ (46,940) | \$ | (144,838) | \$ (380,922) |
| <u>Weighted average shares outstanding</u> | 58,057,763 | | 52,752,709 | |
| <u>Loss per common share, basic and diluted:</u> | \$ 0.00 | | \$ 0.00 | |

Summary of Significant Accounting Policies

3 Months Ended
Nov. 30, 2012

[Accounting Policies](#)

[\[Abstract\]](#)

[Summary of Significant Accounting Policies](#)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

In the opinion of management, the accompanying balance sheets and related interim statements of income, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Interim results are not necessarily indicative of results for a full year.

CONSOLIDATION

The condensed consolidated financial statements for the three months ended November 30, 2012 and 2011 include the accounts of Oncologix Tech, Inc. and its wholly owned subsidiaries, Oncologix Corporation (90% Owned), Interpretel Inc., Telplex International and International Environment Corporation collectively the Company. Oncologix Corporation is a Nevada corporation. Interpretel Inc., Telplex International and International Environment Corporation are inactive corporations. All significant intercompany accounts and transactions have been eliminated in consolidation.

USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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 reportable amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

REVENUE RECOGNITION

Revenue is recognized by the Company when all the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the seller's price to the buyer is fixed and determinable; and collectability is reasonably assured. Currently the company does not have products to sell.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid instruments, with an initial maturity of three (3) months or less to be cash equivalents.

PROPERTY AND EQUIPMENT

Property and equipment is recorded at cost. Depreciation is provided for on the straight-line method over the estimated useful lives of the related assets as follows:

| | |
|------------------------|---------------|
| Furniture and fixtures | 5 to 10 years |
| Computer equipment | 5 years |
| Equipment | 5 to 10 years |
| Software | 3 to 5 years |

The cost of maintenance and repairs is charged to expense in the period incurred. Expenditures that increase the useful lives of assets are capitalized and depreciated over the remaining useful lives of the assets. When items are retired or disposed of, the cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

LONG-LIVED ASSETS

ASC 360 - Property, Plant and Equipment addresses financial accounting and reporting for the impairment or disposal of long-lived assets. The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of property and equipment or whether the remaining balance of property and equipment, or other long-lived assets, should be evaluated for possible impairment. Instances that may lead to an impairment include: (i) a significant decrease in the market price of a long-lived asset group; (ii) a significant adverse change in the extent or manner in which a long-lived asset or asset group is being used or in its physical condition; (iii) a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset or asset group, including an adverse action or assessment by a regulatory agency; (iv) an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset or asset group; (v) a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group; or (vi) a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

An estimate of the related undiscounted cash flows, excluding interest, over the remaining life of the property and equipment and long-lived assets is used in assessing recoverability. Impairment loss is measured by the amount which the carrying amount of the asset(s) exceeds the fair value of the asset(s). The Company primarily employs two methodologies for determining the fair value of a long-lived asset: (i) the amount at which the asset could be bought or sold in a current transaction between willing parties or (ii) the present value of estimated expected future cash flows grouped at the lowest level for which there are identifiable independent cash flows.

NONCONTROLLING INTEREST

ASC 810 - Consolidation addresses the accounting and reporting standards for ownership interest in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent's ownership interest, and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. During fiscal 2009, the Company issued a ten percent interest in its subsidiary, Oncologix Corporation, to IUTM as required in a technology agreement. The Company valued this interest at \$212. Through November 30, 2012, the Company has allocated \$3,691 losses to its non-controlling interest. The Company has adopted ASC 810 to account for this non-controlling interest.

ADVERTISING COSTS

Advertising costs included with selling, general and administrative expenses in the accompanying consolidated statements of operations were nil for the three months ended November 30, 2012 and 2011. Such costs are expensed when incurred.

INCOME TAXES

The Company adopted the provisions of FASB ASC 740 - Income Taxes provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Income taxes are determined using the asset and liability method. This method gives consideration to the future tax consequences associated

with temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued expenses, and notes payable approximate fair value.

STOCK-BASED COMPENSATION

The Company has a stock-based compensation plan, which is described more fully in Note 5. The Company accounts for stock-based compensation in accordance with ASC 718. Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. The Company estimates the fair value of stock options granted using the Black-Scholes option valuation model. The fair value of all awards is amortized on a straight-line basis over the vesting periods. The expected term of awards granted represent the period of time they are expected to be outstanding. The Company determines the expected term based on historical experience with similar awards, giving consideration to the contractual terms and vesting schedules. The Company estimates the expected volatility of its common stock at the date of grant based on the historical volatility of its common stock. The risk-free interest rate is based on the U.S. treasury security rate estimated for the expected life of the options at the date of grant. If actual results differ significantly from estimates, stock-based compensation could be impacted.

CONVERTIBLE DEBT

Interest on convertible debt is calculated using the simple interest method. The company recognizes a beneficial conversion feature to the extent the conversion price is less than the closing stock price on the issuance of the convertible notes. The Company also follows ASC 470-50 and ASC 470-20 regarding changes in the terms of the convertible notes and the induced conversion of its convertible debt.

RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation.

NET LOSS PER COMMON SHARE

Basic earnings (loss) per share is calculated under the provisions of ASC 260 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is calculated by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated based on the weighted average number of common shares outstanding during the period plus the dilutive effect of common stock purchase warrants and stock options using the treasury stock method and the dilutive effects of convertible notes payable and convertible preferred stock using the if-converted method. On Basic and diluted earnings per share for the three months ended November 30, 2012 and 2011 are as follows:

| | For the Three Months Ended | |
|--|-----------------------------------|---------------------|
| | November | November |
| | 30, | 30, |
| | 2012 | 2011 |
| Net loss attributable to common shareholders | <u>\$ (46,940)</u> | <u>\$ (144,838)</u> |

| | | |
|---|-------------------|-------------------|
| Weighted average shares outstanding | <u>58,057,763</u> | <u>52,752,709</u> |
| Loss per common share, basic and diluted: | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |

Due to the net losses during the three months ended November 30, 2012 and 2011, basic and diluted loss per share was the same, as the effect of potentially dilutive securities would have been anti-dilutive. Shares attributable to convertible notes, stock options, preferred stock and warrants not included the diluted loss per share calculation. Below lists all dilutive securities as of November 30, 2012 and 2011:

| <u>Description</u> | November 30, 2012 | As of November 30, 2011 |
|---------------------------------------|---|---|
| | <u>Underlying Common Shares</u> | <u>Underlying Common Shares</u> |
| Convertible preferred stock | 64,531 | 64,531 |
| Convertible notes payable | 1,383,459 | 1,695,959 |
| Options | 297,085 | 297,085 |
| Warrants | - | - |
| Total potentially dilutive securities | <u>1,745,075</u> | <u>2,057,575</u> |

SEGMENT INFORMATION

ASC 280-10 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief decision maker in deciding how to allocate resources and in assessing performance. The Company currently has one operating segments: medical device.

RECENT ACCOUNTING PRONOUNCEMENTS

We have evaluated all Accounting Standards Updates through the date the financial statements were issued and do not believe any will have a material impact.

**Unaudited Condensed
Consolidated Balance Sheets
(Parenthetical) (USD \$)**

Nov. 30, 2012 Aug. 31, 2012

Statement of Financial Position [Abstract]

| | | |
|---|-------------|-------------|
| <u>Property and equipment, accumulated depreciation</u> | \$ 9,006 | \$ 8,916 |
| <u>Convertible notes payable, discount</u> | \$ 0 | \$ 0 |
| <u>Preferred stock, par value</u> | \$ 0.001 | \$ 0.001 |
| <u>Preferred stock, shares authorized</u> | 10,000,000 | 10,000,000 |
| <u>Preferred stock, shares issued</u> | 129,062 | 129,062 |
| <u>Preferred stock, shares outstanding</u> | 129,062 | 129,062 |
| <u>Common stock, par value</u> | \$ 0.001 | \$ 0.001 |
| <u>Common stock, shares authorized</u> | 200,000,000 | 200,000,000 |
| <u>Common stock, shares issued</u> | 58,563,258 | 57,563,258 |
| <u>Common stock, shares outstanding</u> | 58,563,258 | 57,563,258 |

Summary of Significant Accounting Policies (Policies)

**3 Months Ended
Nov. 30, 2012**

Accounting Policies

[Abstract]

Basis of Presentation

BASIS OF PRESENTATION

In the opinion of management, the accompanying balance sheets and related interim statements of income, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Interim results are not necessarily indicative of results for a full year.

CONSOLIDATION

CONSOLIDATION

The condensed consolidated financial statements for the three months ended November 30, 2012 and 2011 include the accounts of Oncologix Tech, Inc. and its wholly owned subsidiaries, Oncologix Corporation (90% Owned), Interpretel Inc., Telplex International and International Environment Corporation collectively the Company. Oncologix Corporation is a Nevada corporation. Interpretel Inc., Telplex International and International Environment Corporation are inactive corporations. All significant intercompany accounts and transactions have been eliminated in consolidation.

USE OF ESTIMATES

USE OF ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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 reportable amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid instruments, with an initial maturity of three (3) months or less to be cash equivalents.

PROPERTY AND EQUIPMENT

PROPERTY AND EQUIPMENT

Property and equipment is recorded at cost. Depreciation is provided for on the straight-line method over the estimated useful lives of the related assets as follows:

| | |
|------------------------|---------------|
| Furniture and fixtures | 5 to 10 years |
| Computer equipment | 5 years |
| Equipment | 5 to 10 years |
| Software | 3 to 5 years |

The cost of maintenance and repairs is charged to expense in the period incurred. Expenditures that increase the useful lives of assets are capitalized and depreciated over the remaining useful lives of the assets. When items are retired or disposed of, the cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

ADVERTISING COSTS

ADVERTISING COSTS

Advertising costs included with selling, general and administrative expenses in the accompanying consolidated statements of operations were nil for the three months ended November 30, 2012 and 2011. Such costs are expensed when incurred.

INCOME TAXES

INCOME TAXES

The Company adopted the provisions of FASB ASC 740 - Income Taxes provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Income taxes are determined using the asset and liability method. This method gives consideration to the future tax consequences associated with temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes.

FAIR VALUE OF FINANCIAL INSTRUMENTS

FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued expenses, and notes payable approximate fair value.

STOCK-BASED COMPENSATION

STOCK-BASED COMPENSATION

The Company has a stock-based compensation plan, which is described more fully in Note 5. The Company accounts for stock-based compensation in accordance with ASC 718. Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. The Company estimates the fair value of stock options granted using the Black-Scholes option valuation model. The fair value of all awards is amortized on a straight-line basis over the vesting periods. The expected term of awards granted represent the period of time they are expected to be outstanding. The Company determines the expected term based on historical experience with similar awards, giving consideration to the contractual terms and vesting schedules. The Company estimates the expected volatility of its common stock at the date of grant based on the historical volatility of its common stock. The risk-free interest rate is based on the U.S. treasury security rate estimated for the expected life of the options at the date of grant. If actual results differ significantly from estimates, stock-based compensation could be impacted.

CONVERTIBLE DEBT

CONVERTIBLE DEBT

Interest on convertible debt is calculated using the simple interest method. The company recognizes a beneficial conversion feature to the extent the conversion price is less than the closing stock price on the issuance of the convertible notes. The Company also follows ASC 470-50 and ASC 470-20 regarding changes in the terms of the convertible notes and the induced conversion of its convertible debt.

RECLASSIFICATIONS

RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation.

NET LOSS PER COMMON SHARE

NET LOSS PER COMMON SHARE

Basic earnings (loss) per share is calculated under the provisions of ASC 260 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is calculated by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated based on the weighted average number of common shares outstanding during the period plus the dilutive effect of common stock purchase warrants and stock options using the treasury stock method and the dilutive effects of convertible notes payable and convertible preferred stock using the if-converted method. On Basic and diluted earnings per share for the three months ended November 30, 2012 and 2011 are as follows:

| | For the Three Months Ended November 30, 2012 | November 30, 2011 |
|--|---|----------------------------------|
| Net loss attributable to common shareholders | <u>\$ (46,940)</u> | <u>\$ (144,838)</u> |

| | | |
|---|-------------------|-------------------|
| Weighted average shares outstanding | <u>58,057,763</u> | <u>52,752,709</u> |
| Loss per common share, basic and diluted: | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |

Due to the net losses during the three months ended November 30, 2012 and 2011, basic and diluted loss per share was the same, as the effect of potentially dilutive securities would have been anti-dilutive. Shares attributable to convertible notes, stock options, preferred stock and warrants not included the diluted loss per share calculation. Below lists all dilutive securities as of November 30, 2012 and 2011:

| <u>Description</u> | As of | |
|---------------------------------------|---|---|
| | <u>November 30, 2012</u> | <u>November 30, 2011</u> |
| | <u>Underlying Common Shares</u> | <u>Underlying Common Shares</u> |
| Convertible preferred stock | 64,531 | 64,531 |
| Convertible notes payable | 1,383,459 | 1,695,959 |
| Options | 297,085 | 297,085 |
| Warrants | - | - |
| Total potentially dilutive securities | <u>1,745,075</u> | <u>2,057,575</u> |

SEGMENT INFORMATION

SEGMENT INFORMATION

ASC 280-10 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief decision maker in deciding how to allocate resources and in assessing performance. The Company currently has one operating segments: medical device.

RECENT ACCOUNTING PRONOUNCEMENTS

RECENT ACCOUNTING PRONOUNCEMENTS

We have evaluated all Accounting Standards Updates through the date the financial statements were issued and do not believe any will have a material impact.

**Document and Entity
Information**

**3 Months Ended
Nov. 30, 2012**

Jan. 02, 2013

Document And Entity Information

| | | |
|--|---------------------------|------------|
| <u>Entity Registrant Name</u> | Oncologix Tech Inc. | |
| <u>Entity Central Index Key</u> | 0000799694 | |
| <u>Document Type</u> | 10-Q | |
| <u>Document Period End Date</u> | Nov. 30, 2012 | |
| <u>Amendment Flag</u> | false | |
| <u>Current Fiscal Year End Date</u> | --08-31 | |
| <u>Is Entity a Well-known Seasoned Issuer?</u> | No | |
| <u>Is Entity a Voluntary Filer?</u> | No | |
| <u>Is Entity's Reporting Status Current?</u> | Yes | |
| <u>Entity Filer Category</u> | Smaller Reporting Company | |
| <u>Entity Common Stock, Shares Outstanding</u> | | 58,563,258 |
| <u>Document Fiscal Period Focus</u> | Q1 | |
| <u>Document Fiscal Year Focus</u> | 2012 | |

**Summary of Significant
Accounting Policies (Tables)
(USD \$)**

**3 Months Ended
Nov. 30, 2012**

[Summary Of Significant Accounting Policies](#)

[Tables Used](#)

[Property and Equipment](#)

[Net Loss Per Common Share](#)

| | |
|------------------------|---------------|
| Furniture and fixtures | 5 to 10 years |
| Computer equipment | 5 years |
| Equipment | 5 to 10 years |
| Software | 3 to 5 years |

| | For the Three Months Ended | |
|--|-----------------------------------|--------------------------|
| | November 30, 2012 | November 30, 2011 |
| Net loss attributable to common shareholders | \$ (46,940) | \$ (144,838) |
| Weighted average shares outstanding | 58,057,763 | 52,752,709 |
| Loss per common share, basic and diluted: | \$ (0.00) | \$ (0.00) |

| | As of | |
|---------------------------------------|---------------------------------|---------------------------------|
| | November 30, 2012 | November 30, 2011 |
| Description | Underlying Common Shares | Underlying Common Shares |
| Convertible preferred stock | 64,531 | 64,531 |
| Convertible notes payable | 1,383,459 | 1,695,959 |
| Options | 297,085 | 297,085 |
| Warrants | - | - |
| Total potentially dilutive securities | 1,745,075 | 2,057,575 |

| Unaudited Condensed Consolidated Statements of Operations (USD \$) | 3 Months Ended | | 18 Months Ended |
|--|------------------|------------------|--------------------|
| | Nov. 30, 2012 | Nov. 30, 2011 | Nov. 30, 2012 |
| <u>Operating expenses:</u> | | | |
| <u>General and administrative</u> | \$ 43,750 | \$ 36,643 | \$ 208,545 |
| <u>Depreciation and amortization</u> | 90 | 75 | 1,056 |
| <u>Total operating expenses</u> | 43,840 | 36,718 | 209,601 |
| <u>Loss from operations</u> | (43,840) | (36,718) | (209,601) |
| <u>Other income (expense):</u> | | | |
| <u>Interest and finance charges</u> | (2,851) | (2,701) | (16,619) |
| <u>Interest and finance charges - related parties</u> | (3,653) | (10,019) | (33,776) |
| <u>Loss on conversion of notes payable - related parties</u> | | (70,000) | (92,758) |
| <u>Induced conversion expense</u> | | (25,403) | (31,479) |
| <u>Loss on disposal of assets</u> | | | (110) |
| <u>Other income (expenses)</u> | 3,400 | | 3,400 |
| <u>Total other income (expense)</u> | (3,104) | (108,123) | (171,342) |
| <u>Loss from operations</u> | (46,944) | (144,841) | (380,943) |
| <u>Less loss attributable to noncontrolling interest</u> | (4) | (3) | (21) |
| <u>Net loss before income taxes</u> | (46,940) | (144,838) | (380,922) |
| <u>Income taxes</u> | | | |
| <u>Net loss attributable to common shareholders</u> | \$ (46,940) | \$ (144,838) | \$ (380,922) |
| <u>Loss per common share, basic and diluted:</u> | \$ 0.00 | \$ 0.00 | |
| <u>Weighted average number of shares outstanding - basic and diluted</u> | 58,057,763 | 52,752,709 | |

Related Party Transactions

3 Months Ended

Nov. 30, 2012

[Related Party Transactions](#)

[\[Abstract\]](#)

[Related Party Transactions](#)

NOTE 7 – RELATED PARTY TRANSACTIONS

FINANCING WITH RELATED PARTIES:

During the three months ended November 30, 2012 and 2011, the Company entered into financing agreements with related parties of the Company. Please see Note 4 for further descriptions of these transactions.

**Commitments and
Contingencies**

**3 Months Ended
Nov. 30, 2012**

**Commitments and
Contingencies Disclosure**

[Abstract]

**Commitments and
Contingencies**

NOTE 6 – COMMITMENTS AND CONTINGENCIES

CONSULTING CONTRACT

On September 1, 2012, Michael Kramarz, the Company's Chief Financial Officer, signed an additional twelve month consulting agreement. Mr. Kramarz is to perform all his regular duties he had previously performed as Chief Financial Officer including the preparation of the Company's financial statements, SEC Filings, maintenance of corporate records, etc. Mr. Kramarz is to be compensated \$70 per hour worked and will turn in weekly time sheets for approval. Mr. Kramarz had previously had consulting contracts for the period of January 2008 through August 2012. During the three months ended November 30, 2012 and 2011, we incurred an expense of \$25,830 and \$19,600 respectively, under these agreements.

**Summary of Significant Accounting Policies -
Property and Equipment
(Details) (USD\$)**

**3 Months Ended
Oct. 31, 2012
Y**

| | |
|---|------|
| Furniture and Fixtures | |
| Minimum useful life (Years) | 5.0 |
| Maximum useful life (Years) | 10.0 |
| Computer Equipment | |
| Minimum useful life (Years) | 5.0 |
| Maximum useful life (Years) | 5.0 |
| Equipment | |
| Minimum useful life (Years) | 5.0 |
| Maximum useful life (Years) | 10.0 |
| Software | |
| Minimum useful life (Years) | 3.0 |
| Maximum useful life (Years) | 5.0 |

**Notes Payable (Tables) (USD
\$)**

**3 Months Ended
Nov. 30, 2012**

Notes Payable Tables Used
Convertible Notes Payable

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 8.0% convertible notes due September 30, 2013 | \$ 125,000 | \$ 125,000 |

| | | |
|---|-----------|---------|
| Total unsecured convertible notes payable | 125,000 | 125,000 |
| Less: Current portion | (125,000) | - |

| | | |
|-------------------|-------------|-------------------|
| Long-term portion | <u>\$ -</u> | <u>\$ 125,000</u> |
|-------------------|-------------|-------------------|

**Convertible Related Party Notes
Payable**

| | November 30, 2012 | August 31, 2012 |
|--|----------------------------------|----------------------------|
| 6.0% convertible note due September 30, 2013 (1) | \$ 235,025 | \$ 235,025 |

| | | |
|---|-----------|---------|
| Total unsecured related party convertible notes payable | 235,025 | 235,025 |
| Less: Current portion | (235,025) | - |

| | | |
|-------------------|-------------|-------------------|
| Long-term portion | <u>\$ -</u> | <u>\$ 235,025</u> |
|-------------------|-------------|-------------------|

(1) Note payable to former CEO who resigned 4/1/09 and still remains a director of our subsidiary.

Related Party Notes Payable

| | November 30, 2012 | August 31, 2012 |
|---|----------------------------------|----------------------------|
| 6.00% note payable paid off February 11, 2013 (1) | \$ 10,000 | \$ - |
| 6.00% note payable paid off February 21, 2013 (1) | 5,000 | - |

| | | |
|---|------------------|-------------|
| Outstanding unsecured related party notes payable | <u>\$ 15,000</u> | <u>\$ -</u> |
|---|------------------|-------------|

(1) Note payable to Anthony Silverman, the Company's President and CEO.

Other Notes Payable

| | November 30, 2012 | August 31, 2012 |
|--|----------------------------------|--------------------------------|
| 8.99% note payable due August 31, 2013 | \$ 9,399 | \$ - |

| | | |
|---|-----------------|-------------|
| Outstanding unsecured related party convertible notes payable | <u>\$ 9,399</u> | <u>\$ -</u> |
|---|-----------------|-------------|

Statement of Cash Flows

**3 Months Ended
Nov. 30, 2012**

[Additional Cash Flow
Elements \[Abstract\]
Statement of Cash Flows](#)

NOTE 10 - STATEMENT OF CASH FLOWS

For the three months ended November 30, 2012, these supplemental non-cash investing and financing activities are summarized as follows:

| | <u>Amount</u> |
|---|------------------|
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2012. | 10,404 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 10,404</u> |

For the three months ended November 30, 2011, these supplemental non-cash investing and financing activities are summarized as follows:

| | <u>Amount</u> |
|--|-------------------|
| On October 6, 2011, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,403 |
| On October 6, 2011, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2011. | 71,128 |
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2011. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2011. This note was paid in full during fiscal 2012. | 8,078 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 210,012</u> |

For the period since reentering the development stage on June 1, 2011 to November 30, 2012, these supplemental non-cash investing and financing activities are summarized as follows:

Amount

| | |
|---|-------------------|
| On October 6, 2011, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,402 |
| On October 6, 2011, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2011. | 71,128 |
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2011. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer' s insurance premiums. The note bears interest at a rate of 8.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2011. | 8,078 |
| During fiscal 2011, the Company converted \$3,720 of principal and accrued interest into 92,998 shares of its common stock. These shares were issued in July 2011. | 3,720 |
| The Company recognized conversion expense as a result of reducing the conversion price on notes converted during fiscal 2011. | 6,076 |
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2012. | 10,404 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 230,211</u> |

NOTE 8 - JOINT VENTURES

Institut für Umwelttechnologien GmbH (IUT)

In February 2009, we entered into a Technology Agreement with Institut für Umwelttechnologien GmbH, a German Company ("IUT") whereunder the parties have agreed that:

- The Company has granted an exclusive license to a new IUT subsidiary, called "IUTM", to develop and manufacture products based on the Company's proprietary information. This proprietary information is not based on the
- (a) technology that had been subject to the Master License Agreement with the University of Maryland - Baltimore. The Company has also transferred to IUTM a number of items of laboratory equipment and inventory useful in connection with the licensed information.
 - The Company retains rights to market products based on such information
 - (b) as well as first consideration for marketing rights for other possible IUTM products.
 - In consideration of the license, the Company has received a 10% equity interest
 - (c) in IUTM, which is organized as a private German limited liability company and IUT has assumed approximately \$82,000 of the Company's indebtedness.
 - The Company's marketing rights have been transferred to its subsidiary,
 - (d) Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary.

We have been advised that IUTM is continuing the development of a brachytherapy device generally as described above but based on proprietary technology not developed by the University of Maryland. During recent discussions with IUTM management, the prior understandings were reaffirmed. It is now our expectation that we will receive information on at least two potential product lines under consideration and/or development by IUTM. Upon receipt we plan to determine the extent to which we will be able to market them and to finance a marketing organization. While our Management is optimistic as to the outcome of those discussions and future success in financing, it is not possible to predict the probabilities of success with any degree of certainty. It was determined at August 31, 2010, the value of the investment in IUTM was impaired. Accordingly, we recorded an impairment loss in the amount of \$3,186.

On September 23, 2010, the Company signed a Memorandum of Understanding with Institut für Umwelttechnologien GmbH and IUT Medical GMBH confirming certain understandings among the parties with respect to their future relationships and business activities as originally contemplated in their Technology Agreement of February 27, 2009, which was reaffirmed.

Because the development of the brachytherapy device is not complete and it cannot be marketed at this time, the Company's management and Board of Directors have determined that the Company has reentered the development stage effective June 1, 2011. Since the Company has limited operations at this point in time, the Company will be considered a development stage company. The Company is advised and believes that IUTM continues the development of that and other medical products that we would market under the terms of the Agreement described above.

**Recent Accounting
Pronouncements**

**3 Months Ended
Nov. 30, 2012**

**[Accounting Changes and
Error Corrections \[Abstract\]](#)**

**[Recent Accounting
Pronouncements](#)**

NOTE 9 - RECENT ACCOUNTING PRONOUNCEMENTS

We have evaluated all Accounting Standards Updates through the date the financial statements were issued and do not believe any will have a material impact on our financial condition or results of operations.

Subsequent Events

**3 Months Ended
Nov. 30, 2012**

[Subsequent Events](#)

[\[Abstract\]](#)

[Subsequent Events](#)

NOTE 11 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report and there are no other material subsequent events to report except the following:

On January 8, 2013, the Company sold 2,000,000 shares of common stock to three non-related accredited investors at \$0.01 per share.

| Stockholders Equity (Details) (USD \$) | 3 Months Ended | | 12 Months Ended | Mar. 30, 2003 |
|--|--------------------------|--------------------------|----------------------------|--------------------------|
| | Nov. 30, 2012 | Nov. 30, 2011 | Aug. 31, 2012 | |
| <u>Number of Preferred Shares</u> | | | | |
| <u>Shares Outstanding, beginning balance</u> | 129,062 | 129,062 | 129,062 | |
| <u>Shares Expired/Retired</u> | | | | |
| <u>Shares Converted</u> | | | | |
| <u>Shares Issued</u> | | | | |
| <u>Shares Outstanding, ending balance</u> | 129,062 | | 129,062 | |
| <u>Number of Common Shares Convertible</u> | | | | |
| <u>Shares Outstanding, beginning balance</u> | 64,531 | 64,531 | 64,531 | |
| <u>Shares Expired/Retired</u> | | | | |
| <u>Shares Converted</u> | | | | |
| <u>Shares Issued</u> | | | | |
| <u>Shares Outstanding, ending balance</u> | 64,531 | 64,531 | 64,531 | |
| <u>Proceeds if Shares Converted</u> | | | | |
| <u>Amount converted, beginning balance</u> | \$ 28,812 | \$ 28,812 | \$ 28,812 | |
| <u>Shares Expired/Retired</u> | | | | |
| <u>Shares Converted</u> | | | | |
| <u>Shares Issued</u> | | | | |
| <u>Amount converted, ending balance</u> | \$ 28,812 | | \$ 28,812 | |
| <u>Weighted Average Exercise Price Per Common Stock</u> | | | | |
| <u>Shares Outstanding, beginning balance</u> | \$ 0.40 | | \$ 0.40 | |
| <u>Shares Expired/Retired</u> | | | | |
| <u>Shares Converted</u> | | | \$ 0.40 | |
| <u>Shares Issued</u> | | | | |
| <u>Shares Outstanding, ending balance</u> | \$ 0.40 | | \$ 0.40 | |

**Statement of Cash Flows
(Tables) (USD \$)**

**3 Months Ended
Nov. 30, 2012**

**Statement Of Cash Flows
Tables Usd**

**Supplemental Non-cash
Investing and Financing
Activities**

| | <u>Amount</u> |
|--|-------------------|
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2011. | 10,404 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 10,404</u> |
| | <u>Amount</u> |
| On October 6, 2012, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,403 |
| On October 6, 2012, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2012. | 71,128 |
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2012. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2011. This note was paid in full during fiscal 2012. | 8,078 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 210,012</u> |
| | <u>Amount</u> |
| On October 6, 2011, the Company converted \$25,403 of principal and accrued interest into 635,069 shares of its common stock. These shares were issued in October 2011. | \$ 25,403 |
| The Company recognized induced conversion expense as a result of reducing the conversion price on non-related party notes converted during the first quarter of fiscal 2012. | 25,402 |
| On October 6, 2011, the Company converted \$71,128 of principal and accrued interest into 1,778,193 shares of its common stock. This principal and interest was payable to our CEO, Anthony Silverman, a related party. The shares were issued in October 2012. | 71,128 |

| | |
|---|-------------------|
| The Company recognized a loss on the conversion of related party notes during the first quarter of fiscal 2012. | 70,000 |
| The Company recognized a discount on the \$10,000 convertible promissory note issued to a related party on October 7, 2011. The discount is related to a beneficial conversion feature issued in connection with this note. | 10,000 |
| On October 31, 2011, the Company entered into a note payable agreement to finance \$8,078 of directors and officer' s insurance premiums. The note bears interest at a rate of 8.99% per annum and was due in nine monthly installments of \$932, including principal and interest, beginning on November 30, 2011. | 8,078 |
| During fiscal 2011, the Company converted \$3,720 of principal and accrued interest into 92,998 shares of its common stock. These shares were issued in July 2011. | 3,720 |
| The Company recognized conversion expense as a result of reducing the conversion price on notes converted during fiscal 2011. | 6,076 |
| On October 31, 2012, the Company entered into a note payable agreement to finance \$10,404 of directors and officer' s insurance premiums. The note bears interest at a rate of 9.27% per annum and was due in ten monthly installments of \$1,085, including principal and interest, beginning on November 30, 2011. | 10,404 |
| Total non-cash transactions from investing and financing activities. | <u>\$ 230,211</u> |

**Going Concern (Details
Narrative) (USD \$)** **3 Months Ended
Nov. 30, 2012**

[Going Concern Details Narrative](#)

[Amount needed to fund operations](#) \$ 200,000

**Stockholders Equity (Details
Narrative 2) (USD \$)**

Nov. 30, 2012 Aug. 31, 2010 Feb. 27, 2009

Stockholders Equity Details Narrative 2

Value of 10% IUTM noncontrolling interest

\$ 212

Impairment loss on IUTM investment

3,186

Cumulative net loss attributable to noncontrolling interest \$ 3,691

| Unaudited Condensed Consolidated Statements of Cash Flows (USD \$) | 3 Months Ended | | 18 Months Ended |
|---|------------------|------------------|--------------------|
| | Nov. 30, 2012 | Nov. 30, 2011 | Nov. 30, 2012 |
| <u>Operating activities:</u> | | | |
| <u>Net loss</u> | \$ (46,944) | \$ (144,841) | \$ (380,943) |
| <u>Adjustments to reconcile net loss to net cash used in operating activities:</u> | | | |
| <u>Depreciation and amortization</u> | 90 | 75 | 1,056 |
| <u>Loss on disposal of property and equipment</u> | | | 110 |
| <u>Stock based compensation</u> | | 6,000 | |
| <u>Amortization of discount on notes payable and warrants</u> | | 70,000 | 10,404 |
| <u>Loss on conversion of notes payable - related parties</u> | | 25,403 | 92,758 |
| <u>Induced conversion expense notes payable</u> | | | 31,478 |
| <u>Changes in operating assets and liabilities:</u> | | | |
| <u>Prepaid expenses and other current assets</u> | 1,067 | 841 | 11,129 |
| <u>Deposits and other assets</u> | | (212) | |
| <u>Accounts payable and other accrued expenses</u> | 9,980 | 1,137 | (21,217) |
| <u>Accrued interest payable - related parties</u> | 3,652 | 4,019 | 23,543 |
| <u>Accrued interest payable</u> | 2,494 | 2,641 | 15,611 |
| <u>Net cash used in operating activities</u> | (29,661) | (34,937) | (216,071) |
| <u>Investing activities:</u> | | | |
| <u>Purchase of property and equipment</u> | | | (1,289) |
| <u>Net cash used in investing activities</u> | | | (1,289) |
| <u>Financing activities:</u> | | | |
| <u>Proceeds from issuance of convertible notes payable - related parties</u> | | | 20,000 |
| <u>Proceeds from issuance of notes payable - related parties</u> | 20,000 | 10,000 | 80,000 |
| <u>Proceeds from the issuance of common stock</u> | 20,000 | 25,000 | 195,000 |
| <u>Repayment of notes payable</u> | (1,005) | (871) | (10,931) |
| <u>Repayment of notes payable - related parties</u> | (5,005) | | (41,996) |
| <u>Repayment of convertible notes payable</u> | | | (2,252) |
| <u>Repayment of convertible notes payable - related parties</u> | | | (20,000) |
| <u>Net cash provided by financing activities</u> | 33,990 | 34,129 | 219,821 |
| <u>Net increase (decrease) in cash and cash equivalents</u> | 4,329 | (808) | 2,461 |
| <u>Cash and cash equivalents, beginning of period</u> | 1,931 | 11,067 | 3,799 |
| <u>Cash and cash equivalents, end of period</u> | \$ 6,260 | \$ 10,259 | \$ 6,260 |

Stockholders Equity

3 Months Ended
Nov. 30, 2012

[Equity \[Abstract\]](#)
[Stockholders Equity](#)

NOTE 5 – STOCKHOLDERS EQUITY

PREFERRED STOCK:

The Company is authorized to issue up to 10,000,000 shares of preferred stock, in one or more series, and to determine the price, rights, preferences and privileges of the shares of each such series without any further vote or action by the stockholders. The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any shares of preferred stock that may be issued in the future.

In January 2003, our Board of Directors authorized up to 4,500,000 shares of Series A Convertible Preferred Stock. Each share of Series A Convertible Preferred stock has a par value of \$0.001 and is convertible into one-half share of common stock in upon a cash payment by the holder to the Company of \$0.40 per common share. The Series A Convertible Preferred Stock is entitled to receive, in preference to the common stock, of noncumulative dividends, if declared by the Board of Directors, and a claim on the Company's assets upon any liquidation of the Company senior to the common stock. These preferred shares are not entitled to voting rights. There are presently outstanding 129,062 shares of Series A Preferred Stock.

On March 30, 2003, the Company completed the private placement of Units pursuant to the terms of a Unit Purchase Agreement (the "Units") with accredited investors. Each Unit consists of the following underlying securities: (i) three shares of the Company's common stock; (ii) one share of Series A Convertible Preferred Stock, par value \$.001 per share; and (iii) one three-year warrant to purchase one share of common stock at a per share price of \$0.30. The warrants expired on March 31, 2006. Each share of Series A Convertible Preferred Stock is convertible into one half share of the Company's common stock in exchange for \$0.40 per common share (\$.20 for each Series A Convertible Preferred share converted). The securities underlying the Units are not to be separately tradable or transferable apart from the Units until such time as determined by the Company's Board of Directors. A total of 4,032,743 Units were issued. As of November 30, 2012 and August 31, 2012, there were 129,062 and 129,062 Units outstanding that had not been separated, respectively. These units are presented as their underlying securities on our balance sheet and consist of 64,531 shares of Series A Preferred Stock and 96,797 shares of common stock which is included in the issued and outstanding shares.

Below is a table detailing the outstanding Series A Convertible Preferred Stock shares outstanding during the last two fiscal years:

| | Preferred Shares Outstanding | Number of Common Shares Convertible | Proceeds if Converted | Weighted Avg. Per Common Sh. Exercise Price |
|------------------------------------|---|--|----------------------------------|--|
| Outstanding, August 31, 2011 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/ Retired | – | – | – | \$ – |
| Converted Issued | – | – | – | \$ 0.40 |

| | | | | |
|---------------------------------------|---------|--------|-----------|---------|
| Outstanding, August 31, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/ Retired | - | - | - | \$ 0.40 |
| Converted | - | - | - | \$ - |
| Issued | - | - | - | \$ - |
| Outstanding, November 30,, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |

Our Board of Directors authorized the separation of the Units into their component parts in July 2004, February 2005, April 2008, March 2010 and July 2011. The table below describes the proceeds received for the conversion of preferred shares into common stock:

| Date of Conversion | Proceeds from Conversion | Further Description and Remarks |
|--------------------|--------------------------|---|
| July-August 2004 | \$487,523 | During July and August 2004, holders of 2,437,614 Units contributed \$487,523 to convert 2,437,614 shares of Series A. Convertible Preferred stock into 4,875,228 shares of common stock. |
| February 2005 | \$230,393 | During February 2005, holders of 1,151,967 Units contributed \$230,393 to convert 1,151,967 shares of Series A. Convertible Preferred stock into 2,303,934 shares of common stock. |
| April/June 2008 | \$29,460 | During April and June 2008, holders of 147,300 Units contributed \$29,460 to convert 147,300 shares of Series A. Convertible Preferred stock into 294,600 shares of common stock. |
| March/April 2010 | \$6,820 | During March and April 2010, holders of 34,100 Units contributed \$6,820 to convert 34,100 shares of Series A. Convertible Preferred stock into 68,200 shares of common stock. |
| July 2011 | \$0 | During July 2011, holders of 132,700 Units elected to relinquish conversion of 132,700 shares of Convertible Preferred stock as part of splitting their Units. |

SUBSCRIBED COMMON STOCK:

As of November 30, 2012 and August 31, 2012, there were no shares of subscribed stock issuable.

COMMON STOCK:

Below are recent sales of unregistered securities:

| Date of Sale | Proceeds from Sale | Further Description and Remarks |
|------------------|--------------------|--|
| October 19, 2011 | \$25,000 | On October 19, 2011, the Company sold 625,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| January 26, 2012 | \$40,000 | On January 26, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |

| | | |
|------------------|----------|--|
| April 26, 2012 | \$10,000 | On April 26, 2012, the Company sold 250,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| October 15, 2012 | \$20,000 | On October 15, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.02 per share. |

NON-CONTROLLING INTEREST

On February 27, 2009, in connection with the Technology Agreement we entered into with Institut für Umwelttechnologien GmbH, a German Company (“IUT”) whereunder the parties have agreed that the Company’s marketing rights have been transferred to its subsidiary, Oncologix Corporation and have issued IUTM 10% of the equity ownership of that subsidiary. As of February 27, 2009, the value of the non-controlling interest was \$212. It was determined at August 31, 2010 the value of the investment in IUTM was impaired. Accordingly, we recorded an impairment loss in the amount of \$3,186 for the year ended August 31, 2010. As of November 30, 2012, \$3,691 cumulative net loss was attributable to the non-controlling interest.

WARRANTS:

At November 30, 2012 and August 31, 2012, the Company did not have any outstanding warrants.

STOCK OPTIONS:

The Company is authorized to issue up to 4,600,000 shares of common stock under its 1997 Stock Incentive Plan. Shares may be issued as incentive stock options, non-statutory stock options, deferred shares or restricted shares. Options are granted at the fair market value of the common stock on the date of the grant and have terms of up to ten years.

The Company is authorized to issue up to 7,500,000 shares of common stock under its 2000 Stock Incentive Plan. Shares may be issued as incentive stock options, non-statutory stock options, deferred shares or restricted shares. Options are granted at the fair market value of the common stock on the date of the grant and have terms of up to ten years. The 2000 Stock Incentive Plan also provides for an annual grant of options to members of our Board of Directors. For fiscal years ended August 31, 2011, 2010, 2009 and 2008, our Board of Directors have elected to waive the grant of these annual options.

ASC 718 requires the estimation of forfeitures when recognizing compensation expense and that this estimate of forfeitures be adjusted over the requisite service period should actual forfeitures differ from such estimates. Changes in estimated forfeitures are recognized through a cumulative adjustment, which is recognized in the period of change and which impacts the amount of unamortized compensation expense to be recognized in future periods.

ASC 718 requires that modification of the terms or conditions of an equity award is to be treated as an exchange of the original award for a new award. This event is accounted for as if the entity repurchases the original instrument by issuing a new instrument of equal or greater value, incurring additional compensation cost for any incremental value.

During the three months ended November 30, 2012 and 2011, we granted nil and nil options from the stock incentive plans described above, respectively. During the three months ended November 30, 2012 and 2011, zero options were exercised, respectively; nil and nil options were forfeited, respectively; and 15,000 and nil options were expired, respectively. During the three months ended November 30, 2012 and 2011, \$0 and \$0 was expensed as stock based compensation, respectively.

**Weighted
Average**

| | Number of Options Granted | Option Price Per Share | Exercise Price Per Share |
|--------------------------------|--|-----------------------------------|---|
| Outstanding, August 31, 2011 | 297,085 | \$0.12 - \$5.16 | \$ 1.43 |
| Granted | - | - | - |
| Exercised | - | - | - |
| Cancelled | - | - | - |
| Outstanding, August 31, 2012 | 297,085 | \$0.12 - \$5.16 | \$ 1.43 |
| Granted | - | - | - |
| Exercised | - | - | - |
| Cancelled | (15,000) | \$ 5.16 | 5.16 |
| Outstanding, November 30, 2012 | 282,085 | \$0.12 - \$2.40 | \$ 1.23 |

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between our closing stock price on the last trading day of the first quarter of fiscal 2013 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on November 30, 2012.

| | Options Outstanding | Options Exercisable |
|---|--------------------------------|--------------------------------|
| Number of options | 282,085 | 282,085 |
| Aggregate intrinsic value of options | \$ - | \$ - |
| Weighted average remaining contractual term (years) | 1.66 | 1.66 |
| Weighted average exercise price | \$ 1.23 | \$ 1.23 |

Expected volatility is based primarily on historical volatility. Historical volatility is computed using weekly average pricing observations for an applicable historic period. We believe this method produces an estimate that is representative of our expectations of the future volatility over the expected term of our options. We currently have no reason to believe future volatility over the expected life of these options is likely to differ materially from historical volatility. The weighted-average expected life is based upon share option exercises, pre and post vesting terminations and share option term expirations. The risk-free interest rate is based on the U.S. treasury security rate estimated for the expected life of the options at the date of grant.

We have 6,377,418 and 4,525,000 shares of common stock available for future issuance under our 2000 Stock Incentive Plan and 1997 Stock Incentive Plan, respectively, as of November 30, 2012. Under the 2000 Stock Incentive Plan and 1997 Stock Incentive Plan, the price of the granted common stock options are equal to the fair market value of such shares on the date of grant. Both of these plans have been approved by our shareholders.

**Notes Payable (Details) (USD
\$)**

Nov. 30, 2012 Aug. 31, 2012

Notes Payable Details

| | | |
|--|------------|------------|
| <u>8.0% convertible notes due September 30, 2013</u> | \$ 125,000 | \$ 125,000 |
| <u>Total unsecured convertible notes payable</u> | 125,000 | 125,000 |
| <u>Less: Current portion</u> | (125,000) | |
| <u>Long-term portion</u> | | \$ 125,000 |

**Stockholders Equity (Details
4) (USD \$)**

Nov. 30, 2012 Aug. 31, 2012 Nov. 30, 2011 Aug. 31, 2011

| | | | | |
|---|---------|---------|---------|---------|
| Number of options | 282,085 | 297,085 | 297,085 | 297,085 |
| Options Exercisable | | | | |
| Number of options | 282,085 | | | |
| Aggregate intrinsic value of options | | | | |
| Weighted average remaining contractual term (years) | 1.66 | | | |
| Weighted average exercise price | 1.23 | | | |
| Options Outstanding | | | | |
| Number of options | 282,085 | | | |
| Aggregate intrinsic value of options | | | | |
| Weighted average remaining contractual term (years) | 1.66 | | | |
| Weighted average exercise price | 1.23 | | | |

Stockholders Equity (Tables)
(USD \$)

3 Months Ended
Nov. 30, 2012

[Stockholders Equity Tables](#)

[Usd](#)

[Outstanding Convertible Preferred Stock](#)

| | Preferred Shares Outstanding | Number of Common Shares Convertible | Proceeds if Converted | Weighted Avg. Per Common Sh. Exercise Price |
|---------------------------------------|------------------------------------|--|--------------------------|--|
| Outstanding, August 31, 2011 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/ Retired | - | - | - | \$ - |
| Converted | - | - | - | \$ 0.40 |
| Issued | - | - | - | \$ - |
| Outstanding, August 31, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |
| Expired/ Retired | - | - | - | \$ 0.40 |
| Converted | - | - | - | \$ - |
| Issued | - | - | - | \$ - |
| Outstanding, November 30,, 2012 | 129,062 | 64,531 | \$ 25,812 | \$ 0.40 |

[Preferred Stock Conversion Periods](#)

| Date of Conversion | Proceeds from Conversion | Further Description and Remarks |
|--------------------|--------------------------|---|
| July-August 2004 | \$487,523 | During July and August 2004, holders of 2,437,614 Units contributed \$487,523 to convert 2,437,614 shares of Series A. Convertible Preferred stock into 4,875,228 shares of common stock. |
| February 2005 | \$230,393 | During February 2005, holders of 1,151,967 Units contributed \$230,393 to convert 1,151,967 shares of Series A. Convertible Preferred stock into 2,303,934 shares of common stock. |
| April/June 2008 | \$29,460 | During April and June 2008, holders of 147,300 Units contributed \$29,460 to convert 147,300 shares of Series A. Convertible Preferred stock into 294,600 shares of common stock. |
| March/April 2010 | \$6,820 | During March and April 2010, holders of 34,100 Units contributed \$6,820 to convert 34,100 shares of Series A. Convertible Preferred stock into 68,200 shares of common stock. |
| July 2011 | \$0 | During July 2011, holders of 132,700 Units elected to relinquish conversion of 132,700 shares of Convertible Preferred stock as part of splitting their Units. |

[Sales of Unregistered Securities](#)

| Date of Sale | Proceeds from Sale | Further Description and Remarks |
|--------------|--------------------|---------------------------------|
|--------------|--------------------|---------------------------------|

| | | |
|------------------|----------|--|
| October 19, 2011 | \$25,000 | On October 19, 2011, the Company sold 625,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| January 26, 2012 | \$40,000 | On January 26, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| April 26, 2012 | \$10,000 | On April 26, 2012, the Company sold 250,000 shares of common stock to a non-related accredited investor at \$0.04 per share. |
| October 15, 2012 | \$20,000 | On October 15, 2012, the Company sold 1,000,000 shares of common stock to a non-related accredited investor at \$0.02 per share. |

Outstanding Stock Options

| | Number of Options Granted | Option Price Per Share | Weighted Average Exercise Price Per Share |
|--------------------------------|--|-----------------------------------|--|
| Outstanding, August 31, 2011 | 297,085 | \$0.12 - \$5.16 | \$ 1.43 |
| Granted | - | - | - |
| Exercised | - | - | - |
| Cancelled | - | - | - |
| Outstanding, August 31, 2012 | 297,085 | \$0.12 - \$5.16 | \$ 1.43 |
| Granted | - | - | - |
| Exercised | - | - | - |
| Cancelled | (15,000) | \$ 5.16 | 5.16 |
| Outstanding, November 30, 2012 | 282,085 | \$0.12 - \$2.40 | \$ 1.23 |

Average Intrinsic Value of Options

| | Options Outstanding | Options Exercisable |
|---|--------------------------------|--------------------------------|
| Number of options | 282,085 | 282,085 |
| Aggregate intrinsic value of options | \$ - | \$ - |
| Weighted average remaining contractual term (years) | 1.66 | 1.66 |
| Weighted average exercise price | \$ 1.23 | \$ 1.23 |