

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

Form 10-QSB

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

For the quarterly period ended December 31, 2005

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

For the transition period from _____ to _____
Commission File Number 000-24541

CORGENIX MEDICAL CORPORATION

(Name of Small Business Issuer in its Charter)

Nevada

93-1223466

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

12061 Tejon Street, Westminster, Colorado 80234

(Address of principal executive offices, including zip code)

(303) 457-4345

(Issuer's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

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

The number of shares of Common Stock outstanding was 9,888,884 as of February 14, 2006.

Transitional Small Business Disclosure Format. Yes ___ No X

CORGENIX MEDICAL CORPORATION

December 31, 2005

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PART I
Item 1. Consolidated Financial Statements
CORGENIX MEDICAL CORPORATION
AND SUBSIDIARIES
Consolidated Balance Sheets

	<u>December 31,</u> <u>2005</u> (Unaudited)	<u>June 30, 2005</u>
Assets		
Current Assets:		
Cash and equivalents	\$ 2,108,280	1,281,965
Accounts receivable, less allowance for doubtful accounts of \$30,097	1,078,262	887,645
Inventories	1,359,528	1,215,787
Prepaid expenses	40,631	51,842
Total current assets	<u>4,586,701</u>	<u>3,437,239</u>
Equipment:		
Capitalized software costs	122,855	122,855
Machinery and laboratory equipment	657,596	639,692
Furniture, fixtures, leaseholds and office equipment	533,000	523,762
	<u>1,313,451</u>	<u>1,286,309</u>
Accumulated depreciation and amortization	<u>(1,075,332)</u>	<u>(1,028,103)</u>
Net equipment	<u>238,119</u>	<u>258,206</u>
Intangible assets:		
Patents, net of accumulated amortization of \$1,117,544 and \$1,093,970	-	23,574
License	18,275	18,275
Net intangible assets	<u>18,275</u>	<u>41,849</u>
Other assets:		
Deferred financing costs net of amortization of \$201,374 and \$39,440	1,362,836	907,095
Due from officer	12,000	12,000
Restricted cash	2,250,000	250,000
Other assets	80,736	86,105
Total assets	<u>\$8,548,667</u>	<u>4,992,494</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of notes payable, net of discount	\$ 507,414	221,176
Current portion of capital lease obligations	17,351	22,370
Accounts payable	232,823	453,764
Accrued payroll and related liabilities	240,149	218,411
Accrued interest	22,593	753
Accrued liabilities	41,739	113,293
Total current liabilities	<u>1,062,069</u>	<u>1,029,767</u>
Notes payable, net of discount, less current portion	1,194,440	980,716
Capital lease obligations, less current portion	14,441	22,754
Total liabilities	<u>2,270,950</u>	<u>2,033,237</u>
Redeemable common stock, 880,282 shares issued and outstanding, aggregate redemption value of \$500,000, net of redeemable stock subject to redemption via payments on related note payable, of \$250,000 at December 31, 2005 (note 5)	250,000	500,000
Redeemable preferred stock, 2,000,000 shares issued and outstanding at December 31, 2005 (note 1)	2,000,000	-
Stockholders' equity:		
Common stock, \$0.001 par value. Authorized 40,000,000 shares; issued and outstanding 9,375,305 and 8,172,435 shares at December 31 and June 30, respectively	8,495	7,292
Additional paid-in-capital	9,919,499	7,966,172
Accumulated deficit	(5,885,779)	(5,501,144)

Accumulated other comprehensive loss	(14,498)	(13,063)
Total stockholders' equity	<u>4,027,717</u>	<u>2,459,257</u>
Total liabilities and stockholders' equity	<u>\$8,548,667</u>	<u>2,847,824</u>

See accompanying notes to consolidated financial statements.

**CORGENIX MEDICAL CORPORATION
AND SUBSIDIARIES**
Consolidated Statements of Operations and Comprehensive Income

	Three Months Ended		Six Months Ended	
	December 31, 2005	December 31, 2004	December 31, 2005	December 31, 2004
	(Unaudited)		(Unaudited)	
Net sales	\$ 1,580,883	\$ 1,276,571	\$ 3,215,836	\$ 2,579,642
Cost of sales	577,592	451,051	1,159,458	1,008,273
 Gross profit	 1,003,291	 825,520	 2,056,378	 1,571,369
Operating expenses:				
Selling and marketing	365,714	368,538	746,426	744,476
Research and development	153,246	138,887	281,756	295,445
General and administrative	400,412	334,192	730,515	633,541
Total expenses	919,372	841,617	1,758,697	1,673,462
 Operating income (loss)	 83,919	 (16,097)	 297,681	 (102,093)
 Interest expense, net	 344,446	 85,941	 682,316	 190,144
 Net loss	 (260,527)	 (102,038)	 (384,635)	 (292,237)
 Accretion of discount on redeemable common stock	 -	 21,639	 -	 43,278
 Net loss available to common stockholders	 <u>\$(260,527)</u>	 <u>\$ (123,677)</u>	 <u>\$ (384,635)</u>	 <u>\$ (335,515)</u>
 Net loss per share, basic and diluted	 \$ (0.03)	 (0.02)	 (0.04)	 (0.06)
 Weighted average shares outstanding, basic and diluted (note 2)	 <u>9,023,495</u>	 <u>5,337,058</u>	 <u>8,701,274</u>	 <u>5,330,938</u>
 Net loss	 \$ (260,527)	 (102,038)	 (384,635)	 (292,237)
 Other comprehensive loss-foreign currency translation loss	 <u>(1,123)</u>	 <u>(3,527)</u>	 <u>(1,435)</u>	 <u>(5,346)</u>
 Total comprehensive loss	 <u>\$ (261,650)</u>	 <u>(105,565)</u>	 <u>(386,070)</u>	 <u>(297,583)</u>

See accompanying notes to consolidated financial statements.

**CORGENIX MEDICAL CORPORATION
AND SUBSIDIARIES**

Consolidated Statement of Stockholders' Equity
For the six months ended December 31, 2005
(unaudited)

	Common Stock, Number of Shares	Common Stock, \$0.001 par	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total stockholders' equity
Balance at June 30, 2005	8,172,435	\$ 7,292	\$ 7,966,172	\$ (5,501,144)	\$ (13,063)	\$ 2,459,257
Issuance of common stock for services	280,744	281	59,429			59,710
Issuance of warrants for financing costs			360,969			360,969
Issuance of common stock in exchange for debt and interest	529,388	529	158,287			158,816
Beneficial conversion feature of institutional convertible note payable			1,363,635			1,363,635
Exercise of warrants	382,738	383	6,517			6,900
Exercise of stock options	10,000	10	4,490			4,500
Foreign currency translation					(1,435)	(1,435)
Net loss				(384,635)		(384,635)
Balance at December 31, 2005	<u>9,375,305</u>	<u>\$ 8,495</u>	<u>\$ 9,919,499</u>	<u>\$ (5,885,779)</u>	<u>\$ (14,498)</u>	<u>\$ 4,027,717</u>

See accompanying notes to consolidated financial statements.

**CORGENIX MEDICAL CORPORATION
AND SUBSIDIARIES**

Consolidated Statements of Cash Flows

	Six Months Ended	
	December 31, 2005	December 31, 2004
	(Unaudited)	
Cash flows from operating activities:		
Net loss	\$ (384,635)	(292,237)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	71,869	94,033
Accretion of discount on notes payable	382,796	148,127
Common stock issued for services	59,710	5,120
Common stock issued for interest	45,982	-
Amortization of deferred financing costs	161,934	-
Changes in operating assets and liabilities		
Accounts receivable, net	(206,315)	71,718
Inventories	(145,539)	(163,098)
Prepaid expenses and other assets, net of warrants issued for finance costs	(241,371)	(6,489)
Accounts payable	(199,318)	213,675
Accrued payroll and related liabilities	20,515	5,963
Accrued liabilities, including accrued interest	(47,937)	15,131
Net cash provided by (used in) operating activities	(482,309)	91,943
Cash flows used in investing activities:		
Purchases of equipment	(28,867)	(12,635)
Cash flows from financing activities:		
Proceeds from issuance of preferred stock	2,000,000	-
Proceeds from exercise of stock options	4,500	-
Proceeds from exercise of warrants	6,900	-
Proceeds from issuance of notes payable, net of original issue discount	1,363,635	-
Payments on notes payable	(20,000)	(100,283)
Proceeds from preferred stock deposited in escrow	(2,000,000)	-
Payments on capital lease obligations	(13,332)	(30,760)
Net cash (used in) provided by financing activities	1,341,703	(131,043)
Net increase (decrease) in cash and cash equivalents	830,527	(51,735)
Impact of exchange rate on cash	(4,213)	8,076
Cash and cash equivalents at beginning of period	1,281,966	468,954
Cash and cash equivalents at end of period	\$ 2,108,280	425,295
Supplemental cash flow disclosures:		
Cash paid for interest	\$ 84,241	25,179
Noncash investing and financing activity—		
Equipment acquired under capital leases	\$ -	45,400-
Issuance of stock for debt	\$ 112,834	-
Placement warrants issued in connection with financings	\$ 360,969	-
Conversion of redeemable common stock to note payable	\$ 250,000	-

See accompanying notes to consolidated financial statements.

CORGENIX MEDICAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Corgenix Medical Corporation ("Corgenix" or the "Company") is engaged in the research, development, manufacture, and marketing of in vitro (outside the body) diagnostic products for use in disease detection and prevention. We currently sell 51 diagnostic products on a worldwide basis to hospitals, clinical laboratories, commercial reference laboratories, and research institutions.

Our corporate headquarters is located in Westminster, Colorado. We have two wholly owned operating subsidiaries:

- Corgenix, Inc., ("Corgenix, Inc.") (formerly REAADS), established in 1990 and located in Westminster, Colorado. Corgenix, Inc. is responsible for sales and marketing activities for North America, and also conducts product development, product support, regulatory affairs and product manufacturing of the diagnostic products.
- Corgenix (UK) Ltd., ("Corgenix UK"), incorporated in the United Kingdom in 1996 (formerly REAADS Bio-Medical Products (UK) Limited), is located in Peterborough, England. Corgenix UK manages the diagnostic products business' international sales and marketing activities except for distribution in North America, which is under the responsibility of Corgenix, Inc.

We continue to use the REAADS trademark and trade name in the sale of products that we manufacture.

Recent Developments

Corgenix entered into agreements on December 28, 2005 to complete two separate private placement financings with certain institutional and other accredited investors.

The first financing was a private placement to Barron Partners, L.P., or Barron, a New York based private partnership, consisting of two million shares of Series A Convertible Preferred Stock. The shares of Series A Convertible Preferred Stock were sold at \$1.00 per share for gross proceeds of \$2,000,000. The shares of preferred stock are convertible initially into 2.8571428571 shares of the Company's common stock. In addition, Corgenix issued warrants to Barron to acquire up to an additional 15,000,000 shares of Corgenix common stock, of which 5,000,000 are exercisable at \$0.40 per share, 5,000,000 are exercisable at \$0.50, and 5,000,000 are exercisable at \$0.60. The warrants are exercisable for five years from the date of issuance.

The exercise prices of the warrants, and the conversion rate and price of the shares of preferred stock, are subject to adjustment upon the occurrence of certain specified events, including issuance of additional shares of common stock or subdivision or combining of shares of common stock.

The conversion right as contained in the preferred stock certificate of designations and the exercise rights contained in the warrants provide that a holder will not convert an amount of preferred stock or exercise warrants to the extent that the number of shares held by the holder, when added to the number of shares of common stock beneficially owned by such holder or issuable if the holder exercised one or more of its warrants immediately prior to conversion, would exceed 4.9% of the Company's issued and outstanding common stock.

The transaction with Barron also included a Registration Rights Agreement in which the Company has agreed to file a registration statement on Form SB-2 covering the shares of common stock issuable upon the exercise of the warrants or the conversion of the preferred stock. If the registration statement is not declared effective or is otherwise ineffective or incomplete on the time schedule cited in the Registration Rights Agreement, the Company shall pay the holders of the preferred stock or warrants liquidated damages in the amount of 30,000 shares of preferred stock. However, in no event will the Company be required to pay any liquidated damages in an amount exceeding, together with any other adjustments, 14% of the number of shares of preferred stock originally issued to Barron.

At the closing, the Company reimbursed Barron \$15,000 for due diligence expenses. In addition, Ascendant Securities, LLC acted as a financial advisor to the Company. As compensation for its services, the Company will pay to Ascendant a success fee equal to 8% of the initial gross proceeds (\$160,000), which fee would be paid from escrow if and when those funds are released to Corgenix from escrow. If funds are not released to Corgenix, then no cash fee will be paid to Ascendant. If and when the Barron warrants are exercised, then Corgenix would pay Ascendant 8% of those gross proceeds. Three warrants were issued to Ascendant, each for the purchase of up to 552,380 shares, or 8% of the securities issued in the transaction, at \$.40, \$.50, and \$.60 with net exercise rights.

As currently constituted, the Company has 40 million shares of common stock authorized, of which approximately 9.3 million shares are issued and outstanding, and approximately 30.7 million are reserved for issuance to accommodate the exercise or conversion of warrants, options, and convertible debt that is currently outstanding. If all of the shares of preferred stock and warrants issued to Barron in the recent financing were converted or exercised today, then approximately 20.7 million shares of common stock would be needed to satisfy such activity.

The Company does not currently have enough shares of common stock authorized to satisfy the exercise of the warrants or conversion of the preferred stock issued to Barron. As a result, the \$2,000,000 in gross proceeds from Barron have been placed into an escrow account, and will be released to Corgenix if the shareholders of the Company approve an amendment to the Company's articles of incorporation increasing the authorized common shares. To that end, the Company has filed a proxy statement calling a special meeting of the shareholders of the Company on March 24, 2006, to vote upon an amendment to the Articles increasing the number of authorized shares of Common Stock from the current 40 million to 100 million (the "Share Increase Amendment"). If by July 1, 2006, the Share Increase Amendment has not been adopted or approved by the Company's shareholders, then the escrow agent would be instructed to return the \$2,000,000 in escrow funds to Barron, the preferred stock certificates would be canceled, and the Company would be obligated to pay Barron an amount equal to one percent (1%) of the escrow funds, or \$20,000, for each thirty (30) day period during which the funds were held in escrow. If the Share Increase Amendment is adopted or approved by the Company's shareholders before July 1, 2006, then the \$2,000,000 plus accrued interest would be released to the Company, and the preferred stock certificates would be issued from escrow to Barron.

If the Share Increase Amendment were adopted or approved by the Company's shareholders, then Company will immediately reserve and keep available shares of common stock for the purpose of enabling the Company to issue the shares of common stock underlying the preferred stock and warrants issued to Barron.

With the Barron funding described above, if the funds are released from escrow, the Company plans to use the net proceeds, after transaction fees and expenses, for key strategic initiatives, working capital and other general corporate purposes.

Corgenix granted to Barron the right to participate in any subsequent financings by the Company on a pro rata basis at one hundred percent (100%) of the offering price; provided that any such right to participate shall be effective if and only if the right of first refusal in favor of the Company's current convertible debt investors has not been exercised.

If the funds in escrow are released to the Company prior to June 30, 2006 due to shareholder approval of the Share Increase Amendment, and if the Company's EBITDA for the audited fiscal year ended June 30, 2006, as calculated based upon the audited financial statements filed with the Company's Form 10-KSB filed with the Securities and Exchange Commission, is less than \$1,150,000, then the Company must issue to Barron such number of additional shares of preferred stock equal to 2,000,000 multiplied by the percentage by which EBITDA is less than \$1,150,000, expressed as a positive number; provided that in no event will the number of additional shares of preferred stock issued due to this EBITDA adjustment exceed 14% of the number of shares of Preferred Stock originally issued to Barron, or 280,000 shares. For example if EBITDA is \$920,000 (20% decline) then the Company would issue to the Investor an additional 14% (i.e. 280,000) shares of preferred stock; provided that at the time Barron continues to hold all 2,000,000 shares of preferred stock originally issue on the Closing. EBITDA is defined in the Preferred Stock Purchase Agreement as net income of the Company, before interest, taxes, depreciation, amortization and one time charges, including, but not limited to, loss on the extinguishment of debt.

The Company has agreed to ensure that a majority of the members of the board of directors, and a majority of the compensation and audit committees, are qualified independent directors, as defined by the NASD, within 90 days after December 28, 2005. If the board fails to meet either the majority board or majority committee requirement, then in each instance the Company will pay to Barron \$20,000 for each month during which this requirement has not been met, which may be paid, at the Company's election, in cash or additional shares of preferred stock.

The foregoing is a summary of the terms of the Barron Preferred Stock Purchase Agreement, the Barron Common Stock Purchase Warrants, the Barron Registration Rights Agreement, the Barron Escrow Agreement, and the Barron Lockup Agreements. Such summary does not purport to be complete and is qualified in its entirety by reference to the full text of each such agreement, copies of which are attached hereto and incorporated herein by reference.

The second financing, also completed on December 28, 2005, was a private placement financing with certain institutional and other accredited investors that had previously invested in the Company, including Truk International Fund, LP, Truk Opportunity Fund, LLC and CAMOFI Master LDC (f/k/a DCOFI Master LDC), representing net proceeds to the Company of \$1,363,635. This financing was made pursuant to the exercise of an additional investment right by such institutional investors that was granted to them pursuant to a financing on substantially similar terms completed on May 19, 2005.

This private placement includes \$1,500,000 in aggregate principal amount of Secured Convertible Term Notes due 2008. Warrants to acquire approximately 3,800,000 shares of the Company's common stock, at \$0.23 per share, were also issued to the investors (the AIR Warrants).

The interest rate on the Secured Convertible Term Notes is the greater of (i) prime rate plus 3% or (ii) 12%, except for the portion of the note proceeds that is held in the restricted cash account, which amount accrues interest at the prime rate. However, (i) if the Company has registered the shares of common stock underlying the Secured Convertible Term Notes and the AIR Warrants, and that registration is declared effective, and (ii) the market price of the common stock for the five consecutive trading days preceding the last business day of each month exceeds the conversion price (as adjusted) by 25%, then the interest rate for the next calendar month is reduced by 25 basis points for each incremental 25% increase in the market price above the fixed conversion price.

Amortizing payments of the principal amount begin on June 1, 2006 and such payments are due on the first day of each month thereafter until the maturity date in December 2008, at which time any outstanding principal shall be due and payable. Interest payments begin January 1, 2006, and such interest payments are due on the first day of each subsequent month until the principal amount is paid in full.

The Secured Convertible Term Notes may be prepaid, but any prepayment must be 125% of the portion of the principal amount to be prepaid, together with accrued but unpaid interest thereon and any other sums due. The holders of the Secured Convertible Term Notes may accelerate all sums of principal, interest and other fees then remaining unpaid upon the occurrence of an event of default (as defined in the Secured Convertible Term Notes) beyond any applicable grace period. In the event of such acceleration, the amount due and owing the holder shall be 125% of the outstanding principal amount (plus accrued and unpaid interest and fees, if any). As part of the financing terms, a blanket lien filed in connection with the May 19, 2005 financing covering all of the Company's assets extends to this financing.

The number of shares of common stock to be issued upon conversion of a Secured Convertible Term Note is determined by dividing that portion of the principal amount, interest and fees to be converted by the then applicable conversion price, which is initially set at \$0.30. The conversion price may be adjusted to account for certain events, such as stock splits, combinations, dividends and share issuances below the then current conversion price.

The conversion right as contained in the Secured Convertible Term Notes provide that a holder will not convert an amount of a Note that would be convertible into shares of common stock to the extent that the number of shares held by the holder, when added to the number of shares of common stock beneficially owned by such holder or issuable if the holder exercised one or more of its AIR Warrants immediately prior to conversion, would exceed 4.99% of the Company's issued and outstanding common stock.

The Company also issued AIR Warrants to acquire approximately 3,800,000 shares of the Company's common stock. The AIR Warrants are exercisable for seven years from the date of issuance at an exercise price of \$0.23 per share. The exercise price is also subject to adjustment upon the occurrence of certain specified events, including issuance of additional shares of common stock or subdivision or combining of shares of common stock.

The transaction also included a Registration Rights Agreement in which the Company has agreed to file a registration statement on Form SB-2 covering the shares of common stock issuable upon the exercise of the AIR Warrants and the conversion of the Secured Convertible Term Notes. If the registration statement is declared effective or is otherwise ineffective or incomplete on the time schedule cited in the Registration Rights Agreement, the Company shall pay the holders of the Secured Convertible Term Notes or AIR Warrants liquidated damages in the amount of 1.5% on the original principal amount of Secured Convertible Term Notes for each 30-day period that elapses until the registration statement is declared effective.

Our Business

Introduction

Our business includes the research, development, manufacture, and marketing of in vitro diagnostic products for use in disease detection and prevention. We sell 51 diagnostic products on a worldwide basis to hospitals, clinical testing laboratories, universities, biotechnology and pharmaceutical companies and research institutions. We have developed and we manufacture most of our products at our Colorado facility, and we purchase what we refer to as OM Products from other healthcare manufacturers for resale by us. All of these products are used in clinical laboratories for the diagnosis and/or monitoring of three important areas of health care:

- Autoimmune disease (diseases in which an individual creates antibodies to one's self, for example systemic lupus erythematosus ("SLE") and rheumatoid arthritis ("RA"));
- Vascular disease (diseases associated with certain types of thrombosis or clot formation, for example antiphospholipid syndrome, deep vein thrombosis, stroke and coronary occlusion); and
- Liver diseases (fibrosis, cirrhosis and transplanted organ rejection).

In addition to our current products, we are actively developing new laboratory tests in other important diagnostic testing areas. See "— Other Strategic Relationships." We manufacture and market to clinical laboratories and other testing sites worldwide. Our customers include large and emerging health care companies such as Instrumentation Laboratories, Helena Laboratories and Diagnostic Grifols, S.A.

Most of our products are based on our patented and proprietary application of Enzyme Linked ImmunoSorbent Assay or ELISA technology, a clinical testing methodology commonly used worldwide. Most of our current products are based on this platform technology in a delivery format convenient for clinical testing laboratories. The delivery format, which is referred to as "Microplate," allows the testing of up to 96 samples per plate, and is one of the most commonly used formats, employing conventional testing equipment found in virtually all clinical laboratories. The availability and broad acceptance of ELISA Microplate products reduces entry barriers worldwide for our new products that employ this technology and delivery format. Our products are sold as "test kits" that include all of the materials required to perform the test, except for routine laboratory chemicals and instrumentation. A test using ELISA technology involves a series of reagent additions into the Microplate, triggering a complex immunological reaction in which a resulting color occurs. The amount of color developed in the final step of the test is directly proportional to the amount of the specific marker being tested for in the patient or unknown sample. The amount of color is measured and the results calculated using routine laboratory instrumentation. Our technology specifies a process by which biological materials are attached to the fixed surface of a diagnostic test platform. Products developed using this unique attachment method typically demonstrate a more uniform and stable molecular configuration, providing a longer average shelf life, increased accuracy and superior specificity than the products of our competitors.

Some of the OM products which we obtain from other manufacturers and sell through our distribution network utilize technologies other than our patented and proprietary ELISA technology.

Our diagnostic tests are intended to aid in the identification of the causes of illness and disease, enabling a physician to select appropriate patient therapy.

Internally and through collaborative arrangements, we are developing additional products that are intended to broaden the range of applications for our existing products and to result in the introduction of new products.

Since 1990, our sales force and distribution partners have sold over 12 million tests worldwide under the READS and Corgenix labels, as well as products sold under other manufacturers' labels, referred to as OEM products. An integral part of our strategy is to work with corporate partners to develop market opportunities and access important resources. We believe that our relationships with current and potential partners will enable us to enhance our menu of diagnostic products and accelerate our ability to penetrate the worldwide markets for new products.

We currently use the REAADS and Corgenix trademarks and trade names in the sale of the products which we manufacture. These products constitute the majority of our product sales.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Significant assumptions inherent in the preparation of the accompanying financial statements include, but are not limited to, revenue recognition and allowances for doubtful accounts, the provision for excess and obsolete inventories, and commitments and contingencies. Actual results could differ from those estimates.

2. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, increased for potentially dilutive common shares outstanding during the period. The dilutive effect of stock options and their equivalents is calculated using the treasury stock method. No stock options were granted in the most recent quarter or six months ended December 31, 2005 or 2004. Options and warrants to purchase common stock totaling 33,221,103 shares for the quarter and six months ended December 31, 2005, and totaling 1,370,920 shares for the quarter and six months ended December 31, 2004 are not included in the calculation of weighted average common shares-diluted below as their effect is anti-dilutive. Redeemable common stock is included in the common shares outstanding for purposes of calculating net loss per share.

The components of basic and diluted loss per share are as follows:

	3 months ended December 31, 2005	3 months ended December 31, 2004	6 months ended December 31, 2005	6 months ended December 31, 2004
Net loss available to common shareholders	<u>\$ (260,527)</u>	<u>\$ (123,677)</u>	<u>\$ (384,635)</u>	<u>\$ (335,515)</u>
Common and common equivalent shares outstanding:				
Historical common shares outstanding for basic income (loss) per share at beginning of period	8,587,390	5,324,818	8,172,435	5,321,319
Weighted average common shares issued during the period	436,105	12,240	528,839	9,619
Weighted average common shares-basic and diluted	<u>9,023,495</u>	<u>5,337,058</u>	<u>8,701,274</u>	<u>5,330,938</u>
Net loss per share-basic and diluted	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	<u>\$ (0.05)</u>	<u>\$ (0.06)</u>

3. INCOME TAXES

A valuation allowance was provided for deferred tax assets, as the Company is unable to conclude under relevant accounting standards that it is more likely than not that deferred tax assets will be realizable.

4. SEGMENT INFORMATION

The Company has two segments of business: North American and international operations. North American operations transacts all sales in North America (US, Canada and Mexico). International operations transacts all other sales. The following table sets forth selected financial data for these segments for the three-and six-month periods ended December 31, 2005 and 2004.

		<u>Three Months Ended December 31,</u>			<u>Six Months Ended December 31,</u>		
		<u>Domestic</u>	<u>International</u>	<u>Total</u>	<u>Domestic</u>	<u>International</u>	<u>Total</u>
Net sales	2005	\$ 1,150,686	430,197	1,580,883	2,396,204	819,632	3,215,836
	2004	\$ 904,689	371,882	1,276,571	1,878,964	700,678	2,579,642
Net income (loss)	2005	\$ (426,117)	165,590	(260,527)	(713,874)	329,239	(384,635)
	2004	\$ (208,712)	106,674	(102,038)	(464,903)	172,666	(292,237)
Depreciation and amortization	2005	\$ 23,443	1,037	24,480	70,397	1,472	71,869
	2004	\$ 47,396	569	47,965	92,900	1,133	94,033
Interest expense, net	2005	\$ (343,453)	(993)	(344,446)	(679,443)	(2,873)	(682,316)
	2004	\$ (84,930)	(1,011)	(85,941)	(188,119)	(2,025)	(190,144)
Segment assets	2005	\$8,012,924	535,743	8,548,667	8,012,924	535,743	8,548,667
	June 30, 2005	\$4,553,888	438,606	4,992,494	4,553,888	438,606	4,992,494

5. REDEEMABLE COMMON STOCK

On July 1, 2002, as part of the Medical & Biological Laboratories Co., Ltd. (MBL) Agreement, MBL purchased shares of the Company's common stock for \$500,000, which, at the time, MBL was permitted to put to the Company for repurchase at the same price if a previously existing distribution agreement with RhiGene, Inc. were terminated. For no additional consideration, MBL was also issued warrants to purchase an additional 880,282 shares of Common Stock at a price of \$.568 per share, which is equal to an aggregate amount of \$500,000. These warrants originally were set to expire on July 3, 2007 and may be exercised in whole or in part at any time prior to their expiration. The estimated fair value of the warrant upon issuance was calculated as \$401,809 using the Black-Scholes option-pricing model with the following assumptions: no expected dividend yield, 143% volatility, risk free interest rate of 4.2% and an expected life of five years. The gross proceeds of \$500,000 were allocated \$277,221 to redeemable common stock and \$222,779 to the related warrants based on the relative fair values of the respective instruments to the fair value of the aggregate transaction. Issuance costs and the discount attributed to the redeemable common stock upon issuance were accreted over the 33-month period to the first date whereupon the put option may be exercised, which was the expiration date of the distribution agreement between the Company and RhiGene, Inc. (March 31, 2005). Furthermore, pursuant to the agreement with MBL, as long as MBL holds at least 50% of the common stock purchased under the MBL agreement, MBL must give its written consent with respect to the payment of any dividend, the repurchase of any of the Company's equity securities, the liquidation or dissolution of the Company or the amendment of any provision of the Company's Articles of Incorporation or Bylaws which would adversely affect the rights of MBL under the stock purchase transaction documents. MBL was granted standard anti-dilution rights with respect to stock issuances not registered under the Securities Act and received standard piggyback registration rights along with certain demand registration rights. MBL did not elect to register its redeemable shares in the SB-2 registration statement filed by the Company on June 25, 2005 and declared effective on August 2, 2005.

On March 31, 2005 our distribution agreement with RhiGene expired, and the Company signed a new distribution and OEM Supply Agreement with MBL International, Inc. ("MBLI"), a wholly owned subsidiary of MBL, which grants the Company non-exclusive rights to distribute MBL's complete diagnostic line of autoimmune testing products in the United States and exclusive distribution rights to the OEM Label products worldwide excluding the United States, Japan, Korea and Taiwan. In addition, on August 1, 2005 the Company and MBL executed an Amendment to the Common Stock Purchase Agreement and Common Stock Purchase Warrant wherein one-half or 440,141 of the original redeemable shares are to be exchanged over time for a three-year promissory note payable with interest at prime (6.75% as of September 30, 2005) plus two percent with payments having commenced in September, 2005. The shares exchanged for the promissory note will be returned to the Company quarterly on a pro rata basis as payments are made on the promissory note. The remaining 440,141 shares must be redeemable by the Company at \$0.568 per share as of August 1, 2008 for any shares still owned at that time by MBL and only to the extent that MBL has not realized at least \$250,000 in gross proceeds upon the sales of its redeemable shares in the open market for the time period August 1, 2005 through August 30, 2008. Finally, the warrants originally issued to MBL to purchase 880,282 shares have been extended to August 31, 2008 and re-priced from \$0.568 per share to \$0.40 per share.

6. STOCK PLANS

The Company accounts for its stock plans in accordance with the provisions of Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, SFAS No.148, *Accounting for Stock-Based Compensation-Transition and Disclosure*, and related interpretations. As such, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. SFAS No. 123, *Accounting for Stock-Based Compensation*, permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS No. 123 also allows entities to continue to apply the provisions of APB Opinion No. 25 and provide pro forma net loss disclosures for employee stock option grants as if the fair-value-based method defined in SFAS No. 123 had been applied. The Company has elected to continue to apply the provisions of APB Opinion No. 25 and provide the pro forma disclosures required by SFAS No. 123.

Had the Company determined compensation cost based on the fair value at the date of grant for its stock options under SFAS No. 123, the Company's net loss would have been increased to the pro forma amounts indicated as follows:

	Three Months Ended December 31, 2005	Three Months Ended December 31, 2004	Six Months Ended December 31, 2005	Six Months Ended December 31, 2004
Net loss available to common stockholders as reported	\$ (260,527)	\$ (123,677)	\$ (384,635)	\$ (335,515)
Deduct total stock-based employee compensation expense determined under fair-value method for all awards, net of tax	<u>(16,977)</u>	<u>(10,679)</u>	<u>(33,954)</u>	<u>(21,358)</u>
Pro forma net loss available to common stockholders	\$ <u>(277,504)</u>	\$ <u>(134,356)</u>	\$ <u>(418,589)</u>	\$ <u>(356,873)</u>
Net loss per share basic and diluted as reported	\$ <u>(0.03)</u>	\$ <u>(0.02)</u>	\$ <u>(0.04)</u>	\$ <u>(0.06)</u>
Net loss per share, basic and diluted pro forma	\$ <u>(0.03)</u>	\$ <u>(0.03)</u>	\$ <u>(0.05)</u>	\$ <u>(0.07)</u>

As of December 31, 2005, there were also 31,836,226 outstanding warrants issued to institutional investors, consultants and employees outstanding and exercisable ranging in prices from \$.23 to \$1.25 per share with a weighted average exercise price of \$.38 per share. Fair value was determined using the Black Scholes option

– pricing model with the following assumptions: no expected dividends, volatility of 111.5% in fiscal 2005, risk-free interest rate of 4.39 % in fiscal 2006 and expected lives of five to seven years.

7. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

FAS 123R Disclosure. In December 2004, the FASB issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123(R) will be effective for the Company beginning January 1, 2006, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends SFAS No. 95, Statement of Cash Flows. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro-forma disclosure is no longer an alternative. The Company does not expect the adoption of FAS 123(R) will have a material impact on the Company's financial statements.

FAS 154 Disclosure. In June 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and SFAS No. 3. The statement applies to all voluntary changes in accounting principles, and changes the requirements for accounting for and reporting of a change in accounting principle. The Company does not believe the adoption of SFAS No. 154 will have a material impact on the Company's financial statements.

8. NOTES PAYABLE

Notes payable consist of the following at December 31, 2005 and June 30, 2005:

	<u>December 31, 2005</u>	<u>June 30, 2005</u>
Secured, amortizing convertible term note payable to institutional investors, net of discount of \$842,856, with interest at the greater of 12% or prime plus 3% (12% as of December 31, 2005), interest only from June 1, 2005 through October 1, 2005 and then due in monthly installments of \$55,667 plus interest through May 19, 2008, collateralized by commercial security agreements and a partial guaranty by an officer of the company. See discussion of terms below.	\$ 714,310	\$ 451,892 \$
Secured, amortizing convertible term note payable to institutional investors, net of discount of \$1,492,456, with interest at the greater of 12% or prime plus 3% (12% as of December 31, 2005), interest only from December 28, 2005 through June 1, 2006 and then due in monthly installments of \$50,000 plus interest through December 28, 2008, collateralized by commercial security agreements. See discussion of terms below	7,544	--
Secured, non-amortizing convertible term note payable to institutional investors, with interest at the greater of 12% or prime plus 3% (12% as of June 30, 2005), interest only payments commencing June 1, 2005 until May 19, 2008, collateralized by commercial security agreements. See discussion of terms below.	500,000	500,000
Secured, restricted, non-amortizing convertible term note payable to institutional investors, with interest at prime (6% at June 30, 2005), interest only payments commencing June 1, 2005 until the earlier of May 19, 2008 or the date the proceeds to the company are no longer restricted, collateralized by commercial security agreements. See discussion of terms below.	250,000	250,000
Note payable, unsecured, to redeemable common stockholders, with interest at prime plus 2.0% (8.75% at December 31, 2005) due in monthly installments with principal payments ranging from \$5,000 to \$10,000 plus interest through August 2008.	230,000	--
	<hr/>	<hr/>
	1,701,854	1,201,892
Current portion, net of current portion of discount	(507,414)	(221,176)
Notes payable, excluding current portion	\$ <u>1,194,440</u>	<u>980,716</u>

The Company completed a second convertible debt financing on December 28, 2005. The financing was a private placement financing with certain institutional and other accredited investors that had previously invested in the Company, including Truk International Fund, LP, Truk Opportunity Fund, LLC and CAMOFI Master LDC (f/k/a DCOFI Master LDC), representing net proceeds to the Company of \$1,363,635. This financing was made pursuant to the exercise of an additional investment right by such institutional investors that was granted to them pursuant to a financing on substantially similar terms completed on May 19, 2005.

This private placement includes \$1,500,000 in aggregate principal amount of Secured Convertible Term Notes due 2008. Warrants to acquire approximately 3,800,000 shares of the Company's common stock, at \$0.23 per share, were also issued to the investors (the AIR Warrants).

The interest rate on the Secured Convertible Term Notes is the greater of (i) prime rate plus 3% or (ii) 12%, except for the portion of the note proceeds that is held in the restricted cash account, which amount accrues interest at the prime rate. However, (i) if the Company has registered the shares of common stock underlying the Secured Convertible Term Notes and the AIR Warrants, and that registration is declared effective, and (ii) the market price of the common stock for the five consecutive trading days preceding the last business day of each month exceeds the conversion price (as adjusted) by 25%, then the interest rate for the next calendar month is reduced by 25 basis points for each incremental 25% increase in the market price above the fixed conversion price.

Amortizing payments of the principal amount begin on June 1, 2006 and such payments are due on the first day of each month thereafter until the maturity date in December 2008, at which time any outstanding principal shall be due and payable. Interest payments begin January 1, 2006, and such interest payments are due on the first day of each subsequent month until the principal amount is paid in full.

The Secured Convertible Term Notes may be prepaid, but any prepayment must be 125% of the portion of the principal amount to be prepaid, together with accrued but unpaid interest thereon and any other sums due. The holders of the Secured Convertible Term Notes may accelerate all sums of principal, interest and other fees then remaining unpaid upon the occurrence of an event of default (as defined in the Secured Convertible Term Notes) beyond any applicable grace period. In the event of such acceleration, the amount due and owing the holder shall be 125% of the outstanding principal amount (plus accrued and unpaid interest and fees, if any). As part of the financing terms, a blanket lien filed in connection with the May 19, 2005 financing covering all of the Company's assets extends to this financing.

The number of shares of common stock to be issued upon conversion of a Secured Convertible Term Note is determined by dividing that portion of the principal amount, interest and fees to be converted by the then applicable conversion price, which is initially set at \$0.30. The conversion price may be adjusted to account for certain events, such as stock splits, combinations, dividends and share issuances below the then current conversion price.

The conversion right as contained in the Secured Convertible Term Notes provide that a holder will not convert an amount of a Note that would be convertible into shares of common stock to the extent that the number of shares held by the holder, when added to the number of shares of common stock beneficially owned by such holder or issuable if the holder exercised one or more of its AIR Warrants immediately prior to conversion, would exceed 4.99% of the Company's issued and outstanding common stock.

The Company also issued AIR Warrants to acquire approximately 3,800,000 shares of the Company's common stock. The AIR Warrants are exercisable for seven years from the date of issuance at an exercise price of \$0.23 per share. The exercise price is also subject to adjustment upon the occurrence of certain specified events, including issuance of additional shares of common stock or subdivision or combining of shares of common stock.

The transaction also included a Registration Rights Agreement in which the Company has agreed to file a registration statement on Form SB-2 covering the shares of common stock issuable upon the exercise of the AIR Warrants and the conversion of the Secured Convertible Term Notes. If the registration statement is declared effective or is otherwise ineffective or incomplete on the time schedule cited in the Registration Rights Agreement, the Company shall pay the holders of the Secured Convertible Term Notes or AIR Warrants liquidated damages in the amount of 1.5% on the original principal amount of Secured Convertible Term Notes for each 30-day period that elapses until the registration statement is declared effective.

Item 2.

CORGENIX MEDICAL CORPORATION Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and accompanying notes included elsewhere herein.

General

Since the Company's inception, we have been primarily involved in the research, development, manufacturing and marketing/distribution of diagnostic tests for sale to clinical laboratories. We currently market 51 products covering autoimmune disorders, cardiovascular diseases, and liver disease. Our products are sold in the United States, the UK and other countries through our marketing and sales organization that include contract sales representatives, internationally through an extensive distributor network, and to several significant OEM partners.

We manufacture products for inventory based upon expected sales demand, shipping products to customers, usually within 24 hours of receipt of orders if in stock. Accordingly, we do not usually operate with a customer order backlog.

Except for the fiscal year ending June 30, 1997, we have experienced annual revenue growth since our inception, primarily from sales of products and contract revenues from strategic partners. Contract revenues consist of service fees from research and development agreements with strategic partners.

Beginning in fiscal year 1996, we began adding third-party OEM licensed products to our diagnostic product line. Currently we sell 128 products licensed from or manufactured by third party manufacturers. We expect to expand our relationships with other companies in the future to gain access to additional products.

Although we have experienced growth in revenues every year since 1990, except for 1997, there can be no assurance that, in the future, we will sustain revenue growth, current revenue levels, or achieve or maintain profitability. Our results of operations may fluctuate significantly from period-to-period as the result of several factors, including: (i) whether and when new products are successfully developed and introduced, (ii) market acceptance of current or new products, (iii) seasonal customer demand, (iv) whether and when we receive research and development payments from strategic partners, (v) changes in reimbursement policies for the products that we sell, (vi) competitive pressures on average selling prices for the products that we sell, and (vii) changes in the mix of products that we sell.

Recently Issued Accounting Pronouncements

FAS 123R Disclosure. In December 2004, the FASB issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123(R) will be effective for the Company beginning January 1, 2006, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends SFAS No. 95, Statement of Cash Flows. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro-forma disclosure is no longer an alternative. The Company does not expect the adoption of FAS 123(R) will have a material impact on the Company's financial statements.

FAS 154 Disclosure. In June 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and SFAS No. 3. The statement applies to all voluntary changes in accounting principles, and changes the requirements for accounting for and reporting of a change in accounting

principle. The Company does not believe that the adoption of SFAS No. 154 will have a material impact on the Company's financial statements.

Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and our significant accounting policies are summarized above. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

The Company maintains an allowance for doubtful accounts based on its historical experience and provides for any specific collection issues that are identified. Such allowances have historically been adequate to provide for our doubtful accounts but involve a significant degree of management judgment and estimation. Worse than expected future economic conditions, unknown customer credit problems and other factors may require additional allowances for doubtful accounts to be provided for in future periods.

Equipment and software are recorded at cost. Equipment under capital leases is recorded initially at the present value of the minimum lease payments. Depreciation and amortization is calculated primarily using the straight-line method over the estimated useful lives of the respective assets that range from 3 to 7 years.

The internal and external costs of developing and enhancing software costs related to website development, other than initial design and other costs incurred during the preliminary project stage, are capitalized until the software has been completed. Such capitalized amounts began to be amortized commencing when the website was placed in service on a straight-line basis over a three-year period.

When assets are sold, retired or otherwise disposed of, the cost and related accumulated depreciation are eliminated from the accounts and a gain or loss is recognized.

Repair and maintenance costs are expensed as incurred.

We evaluate the realizability of our long-lived assets, including property and equipment, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Revenue from sale of products is recognized upon shipment of products.

Revenue from research and development contracts represents amounts earned pursuant to agreements to perform research and development activities for third parties and is recognized as earned under the respective agreement. Because research and development services are provided evenly over the contract period, revenue is recognized ratably over the contract period. Research and development agreements in effect in 2005 and 2004 provided for fees to the Company based on time and materials in exchange for performing specified research and development functions. Research and development and advertising costs are expensed when incurred. Inventories are recorded at the lower of cost or market, using the first-in, first-out method.

Results of Operations

Three Months Ended December 31, 2005 compared to 2004

Net sales. Net sales for the quarter ended December 31, 2005 were approximately \$1,581,000, a 23.8% increase from approximately \$1,277,000 for the quarter ended December 31, 2004. North American sales increased 27.2%, while sales to international distributors increased 15.7% from year to year for the second quarter, due to an overall increase in demand for and increased acceptance of the Company's diagnostic kits. With respect to the Company's major product lines, Phospholipids kit sales increased 22.0% for the fiscal quarter, Coagulation kit sales increased 20.0 %, HA kit sales increased 21.4%, primarily due to the timing of orders, and Autoimmune kit sales

increased 34.9%. Additionally, OEM sales increased 9.2%. Sales of products manufactured for us by other companies while still relatively small, are expected to continue to increase during fiscal 2006.

Cost of sales. Cost of sales, as a percentage of sales, increased slightly to 36.5% in the quarter ended December 31, 2005 from 35.3% in the second quarter of 2004 primarily due to product mix contribution from lower gross margin products.

Selling and marketing. For the quarter ended December 31, 2005, selling and marketing expenses decreased less than 1% to approximately \$366,000 from approximately \$369,000 in the second quarter of 2004. The slight decrease was due to decreases in CE Marking, license fees, and business promotional expenses offset by increases in commissions expense, labor related, trade show and royalties expense.

Research and development. Research and development expenses increased 10.3% to approximately \$153,000 in the quarter ended December 31, 2005 from approximately \$139,000 for the quarter ended December 31, 2004 as a result of increased activity related to certain larger-market new product opportunities. The majority of this increase involved increases in convention and seminar participations and related fees, legal fees, outside services, travel and laboratory supplies.

General and administrative. General and administrative expenses increased approximately \$66,000 or 19.8% to approximately \$400,000 in the quarter ended December 31, 2005 from approximately \$334,000 for the quarter ended December 31, 2004, primarily due to increases in consulting fees, labor-related expenses, outside services (primarily investor relations and proxy-related), and patent renewal fees.

Interest expense. Interest expense increased 300.8% to approximately \$344,000 for the quarter ended December 31, 2005 from approximately \$86,000 in 2004 due primarily to the amortization of deferred financing costs and discount on the notes payable to the institutional investors in the recently completed convertible debt financings.

Six Months Ended December 31, 2005 and 2004

Net sales Net sales for the six months ended December 31, 2005 were approximately \$3,216,000, a 24.7% increase from approximately \$2,580,000 for the six months ended December 31, 2004. Domestic sales increased 27.5% while sales to international distributors increased 17.0% from year to year due to an overall increase in demand for and increased acceptance of the Company's diagnostic kits. With respect to the Company's major product lines, Phospholipids kit sales increased 17.7% for the current six month period, Coagulation kit sales increased 14.0%, HA kit sales increased 37.5%, and Autoimmune kit sales decreased 3.3%. Additionally, OEM sales increased 26.8%. Sales of products manufactured for us by other companies while still relatively small, are expected to continue to increase during fiscal 2006.

Cost of sales. Cost of sales, as a percentage of sales, decreased to 36.1% in the six months ended December 31, 2005 from 39.1% in 2004 primarily due to product mix contribution from higher gross margin products.

Selling and marketing. Selling and marketing expenses increased less than 1% to approximately \$746,000 in the six months ended December 31, 2005 from approximately \$744,000 in 2004. The majority of this increase involved increases in commissions expense, labor related, trade show and royalties expense, offset by decreases in CE Marking, license fees, and business promotional expenses.

Research and development. Research and development expenses decreased 4.6% to approximately \$282,000 in the six months ended December 31, 2005 from approximately \$295,000 for the six months ended December 31, 2004. The majority of this decrease involved reductions in consulting, and labor-related expenses essentially offset by increases in convention and seminars, legal fees, outside services, travel and laboratory supplies.

General and administrative. General and administrative expenses increased approximately \$97,000 or 15.3% to approximately \$731,000 in the six months ended December 31, 2005 from approximately \$634,000 for the six months ended December 31, 2004, primarily due to increases in consulting fees, labor-related expenses, outside services (primarily investor relations and proxy-related), and patent renewal fees.

Interest expense. Interest expense increased 258.8% to approximately \$682,000 in the six months ended December 31, 2005 from approximately \$190,000 for the six months ended December 31, 2004 due primarily to the amortization of deferred financing costs and discount on the notes payable to the institutional investors in the recently completed convertible debt financings.

Liquidity and Capital Resources

Cash used in operating activities was \$482,309 for the first six months of the current fiscal year compared to cash provided in operating activities of \$91,943 during the prior year's first six months. The cash used in operations resulted primarily from increases in prepaid expenses (principally deferred financing costs) and other assets plus increases in inventories and accounts receivable and decreases in accounts payable and accrued liabilities. The Company believes that uncollectible accounts receivable will not have a significant effect on future liquidity, as a significant portion of its accounts receivable are due from financially sound enterprises.

Net cash used by investing activities, the purchase of equipment, was \$28,867 in the initial six months compared to \$12,635 for the prior year's same period. The increase was mainly attributable to increased spending on computers, refrigeration equipment and manufacturing equipment.

Net cash provided by financing activities amounted to \$1,341,703 during the recent initial six months compared to cash used by financing activities of \$131,043 in the prior fiscal year. This decrease in cash used versus the comparable prior year was primarily due to the financings discussed above.

Historically, we have financed our operations primarily through long-term debt and sales of common, redeemable common and preferred stock. We have also financed operations through sales of diagnostic products and agreements with strategic partners. Accounts receivable increased 21.5% to \$1,078,262 from \$887,645 in 2004 primarily as a result of sales increases during the period.

Our future capital requirements will depend on a number of factors, including the ability to complete new equity or debt financing, the possible redemption of common stock, our profitability or lack thereof, the rate at which we grow our business and our investment in proprietary research activities, the ability of our current and future strategic partners to fund outside research and development activities, our success in increasing sales of both existing and new products and collaborations, expenses associated with unforeseen litigation, regulatory changes, competition, technological developments, general economic conditions and potential future merger and acquisition activity. Our principal sources of liquidity have been cash raised from the private sale of secured convertible term notes and the sale of redeemable common, common and preferred stock, the Bridge Note from Genesis, and long-term bank debt financing. We believe that our current availability of cash, working capital, proceeds from the issuance of preferred or common stock and debt financing and expected cash flows from operations, especially considering the increasing sales volume the Company is experiencing in Fiscal 2006, will be adequate to meet our ongoing needs for at least the next twelve months.

Item 3.

Controls and Procedures

Evaluation of disclosure controls and procedures. The Company, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 240.13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 (the "Exchange Act") as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective for the purposes of recording, processing, summarizing and timely reporting information required to be disclosed by the Company in the reports that it files under the Securities Exchange Act of 1934 and that such information is accumulated and communicated to the Company's management in order to allow timely decisions regarding required disclosure.

Changes in internal controls. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's disclosure controls and procedures subsequent to the Evaluation Date, nor were there any significant deficiencies or material weaknesses in the Company's internal controls.

Forward-Looking Statements and Risk Factors

This 10-QSB includes statements that are not purely historical and are "forward-looking statements" within the meaning of Section 21E of the Securities Act of 1934, as amended, including statements regarding our expectations, beliefs, intentions or strategies regarding the future. All statements other than historical fact contained in this 10-QSB, including, without limitation, statements regarding future product developments, acquisition strategies, strategic partnership expectations, technological developments, the availability of necessary components, research and development programs and distribution plans, are forward-looking statements. All forward-looking statements included in this 10-QSB are based on information available to us on the date hereof, and we assume no obligation to update such forward-looking statements. Although we believe that the assumptions and expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct or that we will take any actions that may presently be planned.

Certain factors that could cause actual results to differ materially from those expected include the following:

We continue to incur losses and the Company requires additional financing.

We have incurred operating losses and negative cash flow from operations for most of our history. Losses incurred since our inception have aggregated \$5,885,779 and there can be no assurance that we will be able to generate positive cash flows to fund our operations in the future or to pursue our strategic objectives. Assuming no significant changes from our budget, we believe that we will have sufficient cash to satisfy our needs for at least the next twelve months. If we are not able to operate profitably and generate positive cash flows, we will undoubtedly need to raise additional capital, most likely via the sale of equity securities, to fund our operations. If we do in fact need additional financing to meet our requirements, there can be no assurance that we will be able to obtain such financing on terms satisfactory to us, if at all. Alternatively, any additional equity financing may be dilutive to existing stockholders, and debt financing, if available, may include restrictive covenants. If adequate funds are not available, we might be required to limit our research and development activities or our selling, marketing and administrative activities any of which could have a material adverse effect on the future of the business.

We depend upon collaborative relationships and third parties for product development and commercialization.

We have historically entered into research and development agreements with collaborative partners, from which we derived revenues in past years. Pursuant to these agreements, our collaborative partners have specific responsibilities for the costs of development, promotion, regulatory approval and/or sale of our products. We will continue to rely on future collaborative partners for the development of products and technologies. There can be no assurance that we will be able to negotiate such collaborative arrangements on acceptable terms, if at all, or that current or future collaborative arrangements will be successful. To the extent that we are not able to establish such arrangements, we could be forced to undertake such activities at our own expense. The amount and timing of resources that any of these partners devotes to these activities will generally be based on progress by us in our product development efforts. Collaborative arrangements may be terminated by the partner upon prior notice without cause and there can be no assurance that any of these partners will perform its contractual obligations or that it will not terminate its agreement. With respect to any products manufactured by third parties, there can be no assurance that any third-party manufacturer will perform acceptably or that failures by third parties will not delay clinical trials or the submission of products for regulatory approval or impair our ability to deliver products on a timely basis.

There can be no assurance of successful or timely development of additional products.

Our business strategy includes the development of additional diagnostic products for the diagnostic business. Our success in developing new products will depend on our ability to achieve scientific and technological advances and to translate these advances into commercially competitive products on a timely basis. Development of new products requires significant research, development and testing efforts. We have limited resources to devote to the development of products and, consequently, a delay in the development of one product or the use of resources for product development efforts that prove unsuccessful may delay or jeopardize the development of other products. Any delay in the development, introduction and marketing of future products could result in such products being marketed at a time when their cost and performance characteristics would not enable them to compete effectively in their respective markets. If we are unable, for technological or other reasons, to complete the development and introduction of any new product or if any new product is not approved or cleared for marketing or does not achieve a significant level of market acceptance, our ability to remain competitive in our product niches would be impaired.

Competition in the human medical diagnostics industry is, and is expected to remain, significant.

Our competitors range from development stage diagnostics companies to major domestic and international pharmaceutical companies. Many of these companies have financial, technical, marketing, sales, manufacturing, distribution and other resources significantly greater than ours. In addition, many of these companies have name recognition, established positions in the market and long standing relationships with customers and distributors. Moreover, the diagnostics industry has recently experienced a period of consolidation, during which many of the large domestic and international pharmaceutical companies have been acquiring mid-sized diagnostics companies, further increasing the concentration of resources. There can be no assurance that technologies will not be introduced that could be directly competitive with or superior to our technologies.

Our products and activities are subject to regulation by various governments and government agencies.

The testing, manufacture and sale of our products is subject to regulation by numerous governmental authorities, principally the United States Food and Drug Administration, referred to as the FDA, and certain foreign regulatory agencies. Pursuant to the Federal Food, Drug, and Cosmetic Act, and the regulations promulgated there under, the FDA regulates the preclinical and clinical testing, manufacture, labeling, distribution and promotion of medical devices. We are limited in our ability to commence marketing or commercial sales in the United States of new products under development until we receive clearance from the FDA. The testing for, preparation of and subsequent FDA regulatory review of required filings can be a lengthy, expensive and uncertain process. Noncompliance with applicable requirements can result in, among other consequences, fines, injunctions, civil penalties, recall or seizure of products, repair, replacement or refund of the cost of products, total or partial suspension of production, failure of the government to grant pre-market clearance or pre-market approval for devices, withdrawal of marketing clearances or approvals, and criminal prosecution.

There can be no assurance that we will be able to obtain necessary regulatory approvals or clearances for our products on a timely basis, if at all, and delays in receipt of or failure to receive such approvals or clearances,

the loss of previously received approvals or clearances, limitations on intended use imposed as a condition of such approvals or clearances or failure to comply with existing or future regulatory requirements could negatively impact our sales and thus have a material adverse effect on our business.

As a manufacturer of medical devices for marketing in the United States, we are required to adhere to applicable regulations setting forth detailed good manufacturing practice requirements, which include testing, control and documentation requirements. We must also comply with Medical Device Report (MDR) requirements, which require that a manufacturer reports to the FDA any incident in which its product may have caused or contributed to a death or serious injury, or in which its product malfunctioned and, if the malfunction were to recur, it would be likely to cause or contribute to a death or serious injury. We are also subject to routine inspection by the FDA for compliance with Quality System Regulations (QSR) requirements, MDR requirements and other applicable regulations. Labeling and promotional activities are subject to scrutiny by the FDA and, in certain circumstances, by the Federal Trade Commission. We may incur significant costs to comply with laws and regulations in the future, which would decrease our net income or increase our net loss and thus have a potentially material adverse effect upon our business, financial conditions and results of operations.

Distribution of diagnostic products outside the United States is subject to extensive foreign government regulation. These regulations, including the requirements for approvals or clearance to market, the time required for regulatory review and the sanctions imposed for violations, vary from country to country. We may be required to incur significant costs in obtaining or maintaining foreign regulatory approvals. In addition, the export of certain of our products that have not yet been cleared for domestic commercial distribution may be subject to FDA export restrictions. Failure to obtain necessary regulatory approval or the failure to comply with regulatory requirements could reduce our product sales and thus have a potentially material adverse effect on our business, financial condition and results of operations.

We depend upon distribution partners for sales of diagnostic products in international markets.

We have entered into distribution agreements with collaborative partners in which we have granted distribution rights for certain of our products to these partners within specific international geographic areas. Pursuant to these agreements, our collaborative partners have certain responsibilities for market development, promotion, and sales of the products. If any of these partners fails to perform its contractual obligations or terminates its agreement, this could have a reduce our sales and cash flow and thus have a potentially material adverse effect on our business, financial condition and results of operations.

Third party reimbursement for purchases of our diagnostic products is uncertain.

In the United States, health care providers that purchase diagnostic products, such as hospitals and physicians, generally rely on third party payers, principally private health insurance plans, federal Medicare and state Medicaid, to reimburse all or part of the cost of the purchase. Third party payers are increasingly scrutinizing and challenging the prices charged for medical products and services and they can affect the pricing or the relative attractiveness of the product. Decreases in reimbursement amounts for tests performed using our diagnostic products, failure by physicians and other users to obtain reimbursement from third party payers, or changes in government and private third party payers' policies regarding reimbursement of tests utilizing diagnostic products, may affect our ability to sell our diagnostic products profitably. Market acceptance of our products in international markets is also dependent, in part, upon the availability of reimbursement within prevailing health care payment systems.

Our success depends, in part, on our ability to obtain patents and license patent rights, to maintain trade secret protection and to operate without infringing on the proprietary rights of others.

There can be no assurance that our issued patent will afford meaningful protection against a competitor, or that patents issued or assigned to us will not be infringed upon or designed around by others, or that others will not obtain patents that we would need to license or design around. We could incur substantial costs in defending the Company or our licensees in litigation brought by others. The potential for reduced sales and increased legal expenses would have a negative impact on our cash flow and thus our overall business could be adversely affected.

We may not be able to successfully implement our plans to acquire other companies or technologies.

Our growth strategy may include the acquisition of complementary companies, products or technologies. There is no assurance that we will be able to identify appropriate companies or technologies to be acquired, to negotiate satisfactory terms for such an acquisition, or to obtain sufficient capital to make such acquisitions. Moreover, because of limited cash resources, we will be unable to acquire any significant companies or technologies for cash and our ability to effect acquisitions in exchange for our capital stock may depend upon the market prices for our common stock, which could result in significant dilution to its existing stockholders. If we do complete one or more acquisitions, a number of risks arise, such as disruption of our existing business, short-term negative effects on our reported operating results, diversion of management's attention, unanticipated problems or legal liabilities, and difficulties in the integration of potentially dissimilar operations. Any of these factors could materially harm Corgenix's business or its operating results.

We depend on suppliers for our products' components.

The components of our products include chemical and packaging supplies that are generally available from several suppliers, except certain antibodies, which we purchase from single suppliers. We mitigate the risk of a loss of supply by maintaining a sufficient supply of such antibodies to ensure an uninterrupted supply for at least three months. We have also qualified second vendors for all critical raw materials and believe that we can substitute a new supplier with respect to any of these components in a timely manner. If, for some reason, we lose our main supplier for a given material, there can be no assurances that we will be able to substitute a new supplier in a timely manner and failure to do so could impair the manufacturing of certain of our products and thus have a material adverse effect on our business, financial condition and results of operations.

We have only limited manufacturing experience with certain products.

Although we have manufactured over twelve million diagnostic tests based on our proprietary applications of ELISA (enzyme linked immuno-absorbent assay) technology, certain of our diagnostic products in consideration for future development, incorporate technologies with which we have limited manufacturing experience. Assuming successful development and receipt of required regulatory approvals, significant work may be required to scale up production for each new product prior to such product's commercialization. There can be no assurance that such work can be completed in a timely manner and that such new products can be manufactured cost-effectively, to regulatory standards or in sufficient volume.

Due to the specialized nature of our business, our success will be highly dependent upon our ability to attract and retain qualified scientific and executive personnel.

We believe our success will depend to a significant extent on the efforts and abilities of Dr. Luis R. Lopez and Douglass T. Simpson, who would be difficult to replace. There can be no assurance that we will be successful in attracting and retaining such skilled personnel, who are generally in high demand by other companies. The loss of, inability to attract, or poor performance by key scientific and executive personnel may have a material adverse effect on our business, financial condition and results of operations.

The testing, manufacturing and marketing of medical diagnostic devices entails an inherent risk of product liability claims.

To date, we have experienced no product liability claims, but any such claims arising in the future could have a material adverse effect on our business, financial condition and results of operations. Potential product liability claims may exceed the amount of our insurance coverage or may be excluded from coverage under the terms of our policy or limited by other claims under our umbrella insurance policy. Additionally, there can be no assurance that our existing insurance can be renewed by us at a cost and level of coverage comparable to that presently in effect, if at all. In the event that we are held liable for a claim against which we are not insured or for damages exceeding the limits of our insurance coverage, such claim could have a material adverse effect on our cash flow and thus potentially a materially adverse effect on our business, financial condition and results of operations.

There has, to date, been no active public market for our common stock, and there can be no assurance that an active public market will develop or be sustained.

Although our common stock has been traded on the OTC Bulletin Board® since May 1998, the trading has been sporadic with insignificant volume.

Moreover, the over-the-counter markets for securities of very small companies historically have experienced extreme price and volume fluctuations. These broad market fluctuations and other factors, such as new product developments, trends in our industry, the investment markets, economic conditions generally, and quarterly variation in our results of operations, may adversely affect the market price of our common stock. In addition, our common stock is subject to rules adopted by the Securities and Exchange Commission regulating broker-dealer practices in connection with transactions in “penny stocks.” Such rules require the delivery prior to any penny stock transaction of a disclosure schedule explaining the penny stock market and all associated risks and impose various sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and accredited investors, which are generally defined as institutions or an investor with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with the spouse. For these types of transactions the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser’s written consent to the transaction prior to sale. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in securities subject to the penny stock rules.

There are risks associated with fluctuating exchange rates.

Our financial statements are presented in US dollars. At the end of each fiscal quarter and the fiscal year, we convert the financial statements of Corgenix UK, which operates in pounds sterling, into US dollars, and consolidate them with results from Corgenix, Inc. We may, from time to time, also need to exchange currency from income generated by Corgenix UK. Foreign exchange rates are volatile and can change in an unknown and unpredictable fashion. Should the foreign exchange rates change to levels different than anticipated by us, our business, financial condition and results of operations may be adversely affected.

CORGENIX MEDICAL CORPORATION

Part II

Other Information

Item 1. Legal Proceedings

None.

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

See disclosure provided on the Company's Form 8-K filed December 29, 2005

Item 3. Defaults Upon Senior Securities

None

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

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K.

a. Index to and Description of Exhibits

<u>Exhibit Number</u>	Description of Exhibit
4.1	Form of Term Note Security Agreement dated May 19, 2005, filed with the Company's Form 8-K filed May 26, 2005, and incorporated herein by reference.
4.2	Form of Common Stock Purchase Warrant dated May 19, 2005, filed with the Company's Form 8-K filed May 26, 2005, and incorporated herein by reference.
4.3	Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock for Corgenix Medical Corporation.
10.1*	Preferred Stock Purchase Agreement between Corgenix Medical Corporation and Barron Partners L.P., dated December 28, 2005.
10.2*	Escrow Agreement between Corgenix Medical Corporation, Barron Partners LP and Epstein, becker & Green, P.C., dated December 28, 2005.
10.3*	Registration Rights Agreement between Corgenix Medical Corporation and Barron Partners L.P., dated December 28, 2005.
10.4*	Common Stock Purchase Warrant "A" issued to Barron Partners.

- 10.5* Common Stock Purchase Warrant “B” issued to Barron Partners.
- 10.6* Common Stock Purchase Warrant “C” issued to Barron Partners.
- 10.7* Common Stock Purchase Warrant #118 issued to Ascendant Securities, L.L.C.
- 10.8* Common Stock Purchase Warrant #119 issued to Ascendant Securities, L.L.C.
- 10.9* Common Stock Purchase Warrant #120 issued to Ascendant Securities, L.L.C.
- 31.1* Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act.
- 31.2* Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act..
- 32.1* Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, or adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

(b) Reports on Form 8-K.

1. Form 8-K filed September 23, 2005 *Results of Operation and Financial Condition.*
2. Form 8-K filed September 30, 2005 *Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers*
3. Form 8-K filed December 13, 2005 *Regulation FD Disclosure*
4. Form 8-K filed December 29-, 2005 *Entry Into Material Definitive Agreements*
5. Form 8-K filed January 6, 2006 *Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers*

CERTIFICATION

I, Douglass T. Simpson, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Corgenix Medical Corporation.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The small business issuer's other certifying officers 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 small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of a quarterly report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of registrant's board of directors:
 - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer'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 small business issuer's internal control over financial reporting.

Date: February 14, 2006

/S/Douglass T. Simpson
President and Chief Executive Officer

CERTIFICATION

I, William H. Critchfield, Senior Vice President and Chief Financial Officer certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Corgenix Medical Corporation.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The small business issuer's other certifying officers 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 small business issuer and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of a quarterly report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of registrant's board of directors:
 - a. All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer'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 small business issuer's internal control over financial reporting.

Date: February 14, 2006

/S/William H. Critchfield

Senior Vice President and Chief Financial Officer

**CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of Title 18, United States Code), the undersigned officers of Corgenix Medical Corporation, a Nevada corporation (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-QSB for the quarter ended September 30, 2005 as filed with the Securities an Exchange Commission (the "10-QSB Report") that:

- i. the 10-QSB Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- ii. the information contained in the 10-QSB Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 14, 2006

This Certification is made solely for purposes of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This written statement shall not be deemed to be "filed" as part of the quarterly report on Form 10-QSB that it accompanies.

/S/Douglass T. Simpson
President and Chief Executive Officer

/S/William H. Critchfield
Senior Vice President and Chief Financial Officer

SIGNATURES

In accordance with 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.

CORGENIX MEDICAL CORPORATION

February 14, 2006

By: /s/ Douglass T. Simpson
Douglass T. Simpson
President and Chief Executive Officer