IR BIOSCIENCES HOLDINGS INC
Form 10QSB
May 05, 2006

FORM 10-QSB

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

(X) Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2006

or

( ) Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

COMMISSION FILE NUMBER: 033-05384

IR BIOSCIENCES HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware	13-3301899
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4021 N. 75th Street, Suite 201, Scottsdale, Arizona 85251
(Address of principal executive offices) Zip Code

Registrant's telephone number, including area code: (480) 922-3926

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

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

Yes X No
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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 outstanding of Registrant's common stock as of May 1, 2006 was 69,536,319.

IR BIOSCIENCES HOLDINGS, INC. AND SUBSIDIARY

TABLE OF CONTENTS

ITEM 1. FINANCIAL INFORMATION

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

IR BioSciences Holdings, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Balance Sheet as of March 31, 2006
(Unaudited)

	March 31, 2006
Assets	
Current assets	
Cash and cash equivalents	$ 6,154
Prepaid services and other current assets	17,007
Total current assets	23,161
Deposits and other assets	2,260
Furniture and equipment, net of accumulated depreciation of $5,803 (See Note 1)	18,760
Total assets	$ 44,181
Liabilities and Stockholders' Deficit	
Current liabilities	
Accounts payable and accrued liabilities (See Note 3)	707,859
Cash advance from related party (See Note 5)	50,000
Warrant portion of penalty for late registration of shares - with registration rights (See note 4)	476,662
Common stock portion of penalty for late Registration of shares (See note 4)	2,186,549
Total current liabilities	3,421,070
Commitments and Contingencies	--
Stockholders' deficit Preferred stock, 0.001 par value: 10,000,000 shares authorized, no shares issued and outstanding	--
Common stock, $0.001 par value; 100,000,000 shares authorized; 69,536,319 shares issued and outstanding at March 31, 2006 (See Note 6)	69,535
Additional paid-in capital (See Note 6)	9,515,216
Deficit Accumulated during the Development Stage	(12,961,640)

Total stockholder's deficit	(3,376,889)
Total liabilities and stockholders' deficit	$ 44,181

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

IR BioSciences Holdings, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Losses
For the three months ended March 31, 2006 and 2005,
And for the period of inception
(October 30, 2002) to March 31, 2006
(Unaudited)

	For the Three Months Ended March 31,2006	For the Three Months Ended March 31,2005	Cumula from Inc (Octobe 2002) March 3
Operating expenses:			
Selling, general and administrative expenses	$ 561,144	$ 838,520	$ 8,68
Merger fees and costs	--	--	35
Financing cost	--	--	9
Impairment of intangible asset	--	--	
Total operating expenses	561,144	838,520	9,13
Operating loss	(561,144)	(838,520)	(9,13
Other expense:			
Cost of penalty for late registration of shares	555,973	--	3,19
(Gain) Loss from marking to market - warrant portion of penalty for late registration of shares	(6,868)	--	(26
(Gain) Loss from marking to market - stock portion of penalty for late registration of shares	52,423	--	(26
Interest (income) expense, net	(166)	977	1,16
Total other (income) expense	601,362	977	3,82
Loss before income taxes	(1,162,506)	(839,497)	(12,96
Provision for income taxes	--	--	

Net loss	$ (1,162,506)	$ (839,497)	$(12,96
Net loss per share - basic and diluted	$ (0.02)	$ (0.01)	$
Weighted average shares outstanding - basic and diluted	69,475,429	62,863,440	41,13

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

IR Biosciences Holding, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statement of Stockholders' Equity (Deficit)
From date of inception (October 30, 2002) to March 31, 2006
(Unaudited)

	Common Stock		Additional Paid-In	Deferr
	Shares	Amount	Capital	Compensa
Balance at October 30, 2002 (date of inception)	--	$ --	$ --	
Shares of common stock issued at $0.0006 per share to founders for license of proprietary right in December 2002	16,612,276	16,612	(7,362)	
Shares of common stock issued at $0.0006 per share to founders for services rendered in December 2002	1,405,310	1,405	(623)	
Shares of common stock issued at $0.1671 per share to consultants for services rendered in December 2002	53,878	54	8,946	(9
Sale of common stock for cash at $0.1671 per share in December 2002	185,578	186	30,815	
Net loss for the period from inception (October 30, 2002) to December 31, 2002	--	--	--	
Balance at December 31, 2002 (reflective of stock splits)	18,257,042	18,257	31,776	(9
Shares granted to consultants at $0.1392 per share for services rendered in January 2003	98,776	99	13,651	
Sale of shares of common stock for cash at $0.1517 per share in January 2003	329,552	330	49,670	
Shares granted to consultants at $0.1392 per				

share for services rendered in March 2003	154,450	154	21,346	
Conversion of notes payable to common stock at $0.1392 per share in April 2003	1,436,736	1,437	198,563	
Shares granted to consultants at $0.1413 per share for services rendered in April 2003	14,368	14	2,016	
Sale of shares of common stock for cash at $0.2784 per share in May 2003	17,960	18	4,982	
Sales of shares of common stock for cash at $0.2784 per share in June 2003	35,918	36	9,964	
Conversion of notes payable to common stock at $0.1392 per share in June 2003	718,368	718	99,282	
Beneficial conversion feature associated with notes issued in June 2003	--	--	60,560	
Amortization of deferred compensation	--	--	--	9
Costs of GPN Merger in July 2003	2,368,130	2,368	(123,168)	
Value of warrants issued with extended notes payable in October 2003	--	--	189,937	
Value of Company warrants issued in conjunction with fourth quarter notes payable issued October through December 2003	--	--	207,457	
Value of warrants contributed by founders in conjunction with fourth quarter notes payable issued October through December 2003	--	--	183,543	
Value of warrants issued for services in October through December 2003	--	--	85,861	
Net loss for the year ended December 31, 2003	--	--	--	
Balance at December 31, 2003	23,431,300	$ 23,431	$ 1,035,441	

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IR Biosciences Holding, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statement of Stockholders' Equity (Deficit)
From date of inception (October 30, 2002) to March 31, 2006
(Unaudited)

	Common Stock		Additional Paid-In	Deferr
	Shares	Amount	Capital	Compensa

Shares granted at $1.00 per share pursuant to the Senior Note Agreement in January 2004	600,000	600	599,400	(600
Shares issued at $1.00 per share to a consultant for services rendered in January 2004	800,000	800	799,200	(800
Shares issued to a consultant at $0.62 per share for services rendered in February 2004	40,000	40	24,760	(24
Shares issued to a consultant at $0.40 per share for services rendered in March 2004	1,051,600	1,051	419,589	(420
Shares issued to a consultant at $0.50 per share for services rendered in March 2004	500,000	500	249,500	(250
Shares sold for cash at $0.15 per share in March, 2004	8,000	8	1,192	
Shares issued at $0.50 per share to consultants for services rendered in March 2004	20,000	20	9,980	
Shares issued to a consultant at $0.40 per share for services rendered in March 2004	2,000	2	798	
Shares issued to consultants at $0.32 per share for services rendered in March 2004	91,600	92	29,220	
Shares to be issued to consultant at $0.41 per share in April 2004 for services to be rendered through March 2005	--	--	--	(82
Shares granted pursuant to the New Senior Note Agreement in April 2004	600,000	600	149,400	(150
Shares issued to officer at $0.32 per share for services rendered in April 2004	200,000	200	63,800	
Conversion of note payable to common stock at $0.10 per share in May 2004	350,000	350	34,650	
Beneficial Conversion Feature associated with note payable in May 2004	--	--	35,000	
Issuance of warrants to officers and founder for services rendered in May 2004	--	--	269,208	
Shares to a consultant at $0.20 per share as a due diligence fee in May 2004	125,000	125	24,875	
Shares issued to a consultant at $1.00 per share for services to be rendered over twelve months beginning May 2004	500,000	500	499,500	(500
Beneficial Conversion Feature associated with notes payable issued in June 2004	--	--	3,000	
Issuance of warrants to note holders in April,				

May, and June 2004	--	--	17,915	
Issuance of warrants to employees and consultants for services rendered in April through June 2004	--	--	8,318	
Shares issued in July to a consultant at $0.10 for services to be rendered through July 2005	250,000	250	24,750	(25
Shares issued to a consultant in July and September at $0.41 per share for services to be rendered through April 2005	200,000	200	81,800	
Shares issued to a consultant in September at $0.12 to $0.22 for services rendered through September 2004	127,276	127	16,782	

IR Biosciences Holding, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statement of Stockholders' Equity (Deficit)
From date of inception (October 30, 2002) to March 31, 2006
(Unaudited)

	Common Stock		Additional Paid-In	Deferr
	Shares	Amount	Capital	Compensa
Shares issued in July to September 2004 as interest on note payable	300,000	300	35,700	
Issuance of warrants with notes payable in July and August 2004	--	--	72,252	
Accrued deferred compensation in August 2004 to a consultant for 100,000 shares at $0.10 per share, committed but unissued	--	--	--	(10
Shares issued in August 2004 at $0.14 to a consultant for services to be performed through October 2004	100,000	100	13,900	(14
Shares issued in August 2004 at $0.125 per share for conversion of $30,000 demand loan	240,000	240	29,760	
Shares issued in August 2004 at $0.16 per share to a consultant for services provided	125,000	125	19,875	
Shares issued in October 2004 to employees at $0.16 to $0.25 per share	48,804	49	8,335	
Commitment to issue 100,000 shares of stock to				

a consultant at $0.23 per share for services to be provided through September 2005	--	--	--	(23
Sale of stock for cash in October at $0.125 per share, net of costs of $298,155	18,160,000	18,160	1,345,763	
Value of warrants issued with sale of common stock in October, net of costs	--	--	607,922	
Issuance of warrant to officer in October, 2004	--	--	112,697	
Issuance of stock to investment bankers in October 2004 for commissions earned	4,900,000	4,900	(4,900)	
Conversion of accounts payable to stock in October at $0.125 per share	1,257,746	1,258	107,382	
Value of warrants issued with accounts payable conversions	--	--	48,579	
Conversion of demand loan to stock in October at $0.11 per share	93,300	93	10,170	
Forgiveness of notes payable in October 2004	--	--	36,785	
Issuance of stock to officer and director at $0.125 per share in October for conversion of liability	1,440,000	1,440	122,493	
Value of warrants issued with officer and director conversion of liabilities	--	--	56,067	
Conversion of debt and accrued interest to common stock at $0.075 to $0.125 per share	6,703,151	6,703	417,514	
Value of warrants issued with conversion of debt	--	--	191,111	
Conversion of note payable in October into common stock at $0.075 per share	67,613	68	4,932	
Issuance of warrants to note holders in October 2004	--	--	112,562	
Value of shares issued to CFO as compensation	100,000	100	34,900	
Value of warrants issued to members of advisory committees in November and December	--	--	16,348	
Beneficial conversion feature associated with notes payable	--	--	124,709	
Shares issued in error to be cancelled	(9,002)	(9)	9	
Amortization of deferred compensation through December 31, 2004	--	--	--	2,729
Loss for the year ended December 31, 2004	--	--	--	
Balance at December 31, 2004	62,423,388	62,423	7,922,943	(169

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

F-5

IR Biosciences Holding, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statement of Stockholders' Equity (Deficit)
From date of inception (October 30, 2002) to March 31, 2006
(Unaudited)

	Common Stock		Additional Paid-In	Deferr
	Shares	Amount	Capital	Compensa
Sale of shares of common stock for cash at $0.20 per share in Mar 2005 for warrant exercise, net of costs	6,600,778	6,600	1,184,256	
Value of warrants issued to members of advisory committees in March 2005	--	--	137,049	
Deferred compensation in Feb 2005 to a consultant for 50,000 shares of stock at $0.65 per share.	--	--	--	(32
Warrants exercised at $0.05 per share in June 2003	80,000	80	3,920	
Value of warrants issued to members of advisory committee in June 2005	--	--	70,781	
Value of warrants issued to investors and service providers in June 2005	--	--	32,991	
Issuance of 232,153 shares of common stock in July 2005 for conversion of notes payable	232,153	232	64,771	
Issuance of 100,000 shares of common stock in August 2005 to a consultant for services provided	100,000	100	9,900	
Value of warrants issued to advisory committee in September 2005 for services	--	--	20,491	
Amortization of deferred comp for the twelve months ended December, 2005	--	--	--	199
Value of warrants issued in October and December 2005 to investors and service providers	--	--	18,399	

Loss for the year ended December 31, 2005	--	--	--	
Balance at December 31, 2005	69,436,319	69,435	9,465,501	(2
Issuance of 100,000 shares of common stock in March 2006 to an officer, previously accrued	100,000	100	41,316	
Value of warrants issued to advisory committee in March 2006 for services	--	--	8,399	
Amortization of deferred comp for the three months ended March 31, 2006	--	--	--	2
Loss for the three months ended March 31, 2006	--	--	--	
Balance at March 31, 2006	69,536,319	69,535	9,515,216	

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

IR BioSciences Holdings, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Cash Flows
For the three months ended March 31, 2006 and 2005, and for the period of inception (October 30, 2002) to March 31, 2006
(Unaudited)

	For the Three Months Ended March 31, 2006	For the Three Months Ended March 31, 2005
Cash flows from operating activities:		
Net loss	$ (1,162,506)	$ (839,497
Adjustments to reconcile net loss to net cash used in operating activities:		
Non-cash compensation	11,159	299,943
Cost of penalty for late registration of shares - stock portion	456,588	--
Cost of penalty for late registration of shares - warrant portion	105,339	--
(Gain) loss from marking to market - stock portion		

of penalty for late registration of shares	52,423	--
(Gain) loss from marking to market - warrant portion of penalty for late registration of shares	(12,822)	--
Impairment of intangible asset	--	--
Interest expense	--	977
Amortization of discount on notes payable	--	--
Depreciation and amortization	1,941	402
Changes in operating assets and liabilities:		
Prepaid services and other assets	7,500	(372
Accounts payable and accrued expenses	247,147	(12,424
Net cash used in operating activities	(293,231)	(550,971
Cash flows from investing activities:		
Acquisition of property and equipment	(16,475)	--
Net cash used in investing activities	(16,475)	--
Cash flows from financing activities:		
Proceeds from notes payable	50,000	--
Principal payments on notes payable and demand loans	--	(10,000
Shares of stock sold for cash	--	1,190,857
Proceeds from exercise of warrant	--	--
Officer repayment of amounts paid on his behalf	--	--
Cash paid on behalf of officer	--	--
Net cash provided by financing activities	50,000	1,180,857
Net increase (decrease) in cash and cash equivalents	(259,706)	629,886
Cash and cash equivalents at beginning of period	265,860	970,114
Cash and cash equivalents at end of period	$ 6,154	$ 1,600,000

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

IR BioSciences Holdings, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Cash Flows
For the three months ended March 31, 2006 and 2005, and for the period of inception (October 30, 2002) to March 31, 2006
(Unaudited)

For the Three For the Three

	Months Ended March 31, 2006	Months Ended March 31, 2005
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 220	$ --
Taxes	$ --	$ --
Acquisition and capital restructure:		
Assets acquired	--	--
Liabilities assumed	--	--
Common stock retained	--	--
Adjustment to additional paid--in capital	--	--
Organization costs	--	--
Total consideration paid	$ --	$ --
Common stock issued in exchange for proprietary rights	$ --	$ --
Common stock issued in exchange for services	$ --	$ --
Common stock issued in exchange for previously incurred debt and accrued interest	$ --	$ --
Common stock issued as interest	$ --	$ --
Amortization of beneficial conversion feature	$ --	$ --
Stock options and warrants issued in exchange for services rendered	$ --	$ 137,04
Debt and accrued interest forgiveness from note holders	$ --	$ --
Common stock issued in satisfaction of amounts due to an Officer and a Director	$ --	$ --
Common stock issued in satisfaction of accounts payable	$ --	$ --
Common stock issued for deferred compensation to a Consultant accrued in March 2005	$ --	$ 32,50
Amortization of deferred compensation	$ 2,760	$ --
Fair value of common stock and warrants in connection with the late filing of registration statement	$ 555,973	$ --

Gain from marking to market -- stock portion of penalty for late registration of shares	$ 52,423	$ --
Gain from marking to market -- warrant portion of penalty for late registration of shares	$ (6,868)	$ --
Impairment of intangible asset	$ --	$ --
Issuance of stock to officer, previously accrued	$ 41,416	$ --
Value of warrants issued to members of advisory board	$ 8,399	$ --

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

IR BIOSCIENCES HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2006
(Unaudited)

NOTE 1 - SUMMARY OF ACCOUNTING POLICIES

General

The accompanying unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-QSB, and therefore, do not include all the information necessary for a fair presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America for a complete set of financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results from operations for the three-month periods ended March 31, 2006 and 2005 are not necessarily indicative of the results that may be expected for the year ended December 31, 2006. The unaudited condensed consolidated financial statements should be read in conjunction with the December 31, 2005 financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB filed with the Securities and Exchange Commission on March 28, 2006 and Form 10-KSB/A filed with the Securities and Exchange Commission on March 31, 2006.

Business and basis of presentation

IR BioSciences Holdings, Inc. (the "Company," "we," or "us") formerly GPN Network, Inc. ("GPN") is currently a development stage company under the

provisions of Statement of Financial Accounting Standards ("SFAS") No. 7. The Company, which was incorporated under the laws of the State of Delaware on October 30, 2002, is a biopharmaceutical company. Through our wholly owned subsidiary, ImmuneRegen BioSciences, Inc., we are engaged in the research and development of Homspera(TM), a proprietary compound that is derived from homeostatic substance P, a naturally occurring peptide. Currently, the majority of our development efforts are centered around two drug candidates derived from Homspera, Radilex(TM) and Viprovex(TM). Radilex has been formulated specifically for the potential treatment of acute exposure to radiation. Viprovex was formulated specifically for applications relating to the potential treatment of maladies caused by exposure to various chemical and biological agents. Our research and development efforts are at a very early stage and Radilex and Viprovex have only undergone pre-clinical testing in mice. From its inception through the date of these financial statements, the Company has recognized no revenues and has incurred significant operating expenses.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, ImmuneRegen BioSciences, Inc. Significant intercompany transactions have been eliminated in consolidation.

Reclassification

Certain reclassifications have been made to conform to prior periods' data to the current presentation. These reclassifications had no effect on reported losses.

Stock based compensation

Effective January 1, 2006, the Company adopted SFAS No. 123 (revised), "Share-Based Payment" (SFAS 123(R)) utilizing the modified prospective approach. Prior to the adoption of SFAS 123(R) we accounted for stock option grant in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees" (the intrinsic value method), and accordingly, recognized compensation expense for stock option grants.

Under the modified prospective approach, SFAS 123(R) applies to new awards and to awards that were outstanding on January 1, 2006 that are subsequently modified, repurchased or cancelled. Under the modified prospective approach, compensation cost recognized in the first quarter of fiscal 2006 includes compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123, and compensation cost for all share-based payments granted subsequent to January 1, 2006 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). Prior periods were not restated to reflect the impact of adopting the new standard.

As a result of adopting SFAS 123(R) on January 1, 2006, for the three months ended March 31, 2006, there was no effect on our income before taxes and net income as there were no stock options granted during the quarter, and there were no outstanding but unvested options or grants at December 31, 2005.

Interim financial statements

The accompanying balance sheet as of March 31, 2006, the statements of operations for the three months ended March 31, 2006 and 2005, and for the

period of inception (October 30, 2002) to March 31, 2006, and the statements of cash flows for three months ended March 31, 2006 and 2005, and from the period of inception (October 30, 2002) to March 31, 2006 are unaudited. These unaudited interim financial statements include all adjustments (consisting of normal recurring accruals), which, in the opinion of management, are necessary for a fair presentation of the results of operations for the periods presented. Interim results are not necessarily indicative of the results to be expected for a full year.

Use of estimates

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

Long-lived assets

The Company accounts for its long-lived assets under the provision of Statements of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets To Be Disposed Of." The Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted Inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should an impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset.

Prepaid services and other current assets

Prepaid services and other current assets consist of prepaid insurance in the amount of $17,007.

Deposits and other assets

Deposits and other assets consist of a deposit on leased office space in the amount of $2,260.

Furniture and equipment

Furniture and equipment are valued at cost. Depreciation and amortization are provided over the estimated useful lives up to seven years using the straight-line method. The estimated service lives of property and equipment are as follows:

Computer equipment	3 years
Laboratory equipment	3 years

Furniture	7 years

The amounts depreciated for the three months ended March 31, 2006 and 2005 were $1,941 and $170, respectively. The amount depreciated from the date of inception (October 30, 2002) through March 31, 2006 was $5,803.

NOTE 2 - RELATED PARTY TRANSACTIONS

Proprietary rights agreements

In January 2006, the company received correspondence from Dr. Witten stating that he would terminate his consulting contract if his specific requirements were not met. We subsequently accepted his termination effective February 1, 2006. The resignation of Dr. Witten as a consultant to our company in February 2006 does not have any impact upon the terms of the proprietary rights agreement.

Consulting agreements

During the three months ended March 31, 2006, the Company paid the amount of $5,000 to Dr. Witten as consulting fees. At March 31, 2006, the Company owes the amount of $2,847 to Dr. Harris for accrued consulting fees.

In January 2006, the company received correspondence from Dr. Witten stating that he would terminate his consulting contract if his specific requirements were not met. We subsequently accepted his termination effective February 1, 2006.

Employment agreements

Pursuant to our employment agreement with John Fermanis, our Chief Financial Officer, dated February 15, 2005, Mr. Fermanis' salary increased from $85,000 to $98,000 per annum effective January 1, 2006. Also pursuant to Mr. Fermanis' employment agreement, 100,000 shares of the Company's common stock were earned during the twelve months ended December 31, 2005. The Company charged the amount of $41,416 to operations during the year ended December 321, 2005. These shares were issued to Mr. Fermanis in March 2006.

Cash Advance

In March 2006, the Company received a cash advance in the amount of $50,000 from a Director. The Company anticipates converting this advance to a note payable during the three months ending June 30, 2006. See note 5.

NOTE 3 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of the following at March 31, 2006:

Accounts payable and accrued liabilities	$ 644,124
Accounts payable - shell company	34,926
Insurance financing payable	13,500
Interest payable	9,262
State income tax payable	3,200

Consulting fees payable	2,847
	$ 707,859

NOTE 4 - PENALTY FOR LATE REGISTRATION OF SHARES

During the three months ended March 31, 2006, the Company accrued the issuance of 1,383,600 shares of common stock and warrants to purchase an additional 544,800 shares of common stock pursuant to a penalty calculation with regard to the late registration of shares sold in a private placement in October 2004. The Company charged to operations $456,588 and $105,339, respectively, during the three months ended March 31, 2006 representing the fair value of these shares and warrants, respectively. During the three months ended March 31, 2006, the Company also marked to market the value of the 5,423,307 shares and warrants to purchase an additional 2,064,187 shares which were outstanding at December 31, 2005. This resulted in a charged to operations of $52,423 and a credit to operations of $6,868 for these previously outstanding shares and warrants, respectively. At March 31, 2006, the Company had obligations to issue an aggregate of 6,625,907 shares and warrants to purchase an additional 2,608,987 shares, respectively.

NOTE 5 - CASH ADVANCE

In March 2006, the Company received a cash advance from a director in the amount of $50,000. This advance bears interest at the rate of 12% per annum. During the three months ended March 31, 2006, the Company accrued interest in the amount $164 on this advance. The Company anticipates converting this advance to a note payable during the quarter ending June 30, 2006.

NOTE 6 - EQUITY

Common stock

In March 2006, the Company issued 100,000 shares of common stock to its Chief Financial Officer. These shares had been earned, and were accrued, during the year ended December 31, 2005.

Warrants

During the three months ended March 31, 2006, the Company issued warrants to purchase 61,500 shares of common stock at prices ranging from $0.125 to $1.00 to consultants for services performed. The Company valued these warrants using the Black-Scholes valuation model, and charged the amount of $8,399 to operations during the three months ended March 31, 2006.

Warrants outstanding do not include the warrants to be issued pursuant to the penalty for late registration of shares - see Note 4.

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock issued to non-employees of the Company. These warrants were granted in lieu of cash compensation for services performed or financing expenses and in connection with placement of convertible debentures.

Warrants Outstanding		Warrants Exercisable	

Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Remaining Contractual Life (years)
$ .05-.10	519,780	3.14	$.05-.10	519,780	3.14
.125-.22	936,819	3.21	.125-.22	936,819	3.21
.25-.56	9,271,405	3.32	.25-.56	9,271,405	3.32
1.00	903,811	1.88	1.00	903,811	1.88
2.00	46,550	2.97	2.00	46,550	2.97
	11,678,365	3.19		11,678,365	3.19

Transactions involving warrants are summarized as follows:

	Number of Shares (post-split)	Weighted Average Price Per Share (post-split)
Outstanding at December 31, 2005	11,616,865	.46
Granted	61,500	.67
Exercised	--	--
Canceled or expired	--	--
Outstanding at March 31, 2006	11,678,365	.46

The estimated value of the compensatory warrants granted to non-employees in exchange for services and financing expenses was determined using the Black-Scholes pricing model and the following assumptions:

	2005	2004
Significant assumptions (weighted-average):		
Risk-free interest rate at grant date	4.5%	3.75%
Expected stock price volatility	75%	93% to 179%
Expected dividend payout	--	--
Expected option life-years (a)	3	3 to 5

Options

There were no options granted during the three months ended March 31, 2006.

The following table summarizes the changes in stock options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company.

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company under a non-qualified employee stock option plan.

Options Outstanding				Options Exercisable	
Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Remaining Contractual Life (years)
$25.00	63,212	4.00	$25.00	63,212	4.00
0.31	1,000	4.70	0.31	1,000	4.70
0.33	103,030	4.36	0.33	103,030	4.36
0.44	150,000	4.09	0.44	150,000	4.09
	317,242			317,242	

Transactions involving stock options issued to employees are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at December 31, 2005	317,242	$ 5.30
Granted	--	--
Exercised	--	--
Expired	--	--
Outstanding at March 31, 2006	317,242	$ 5.30

Shares and warrants issuable due to late filing of registration statement

During the three months ended March 31, 2006, the Company accrued the issuance of 1,383,600 shares of common stock and warrants to purchase an additional 544,800 shares of common stock pursuant to a penalty calculation with regard to the late registration of shares sold in a private placement in October 2004. The Company charged to operations $456,588 and $105,339, respectively, during the three months ended March 31, 2006 representing the fair value of these shares and warrants, respectively. During the three months ended March 31, 2006, the Company also marked to market the value of the 5,423,307 shares and warrants to purchase an additional 2,064,187 shares which were outstanding at December 31, 2005. This resulted in a charged to operations of $52,423 and a credit to operations of $12,822 for these previously outstanding shares and warrants, respectively. At March 31, 2006, the Company had obligations to issue an aggregate of 6,625,907 shares and warrants to purchase an additional 2,608,987 shares, respectively.

The Company anticipates to complete the registration of these shares during the quarter ended June 30, 2006. If the Company is able to complete the registration within this timeframe it will incur an obligation to issue approximately 1,214,493 additional shares and 478,213 additional warrants at an aggregate cost of approximately $500,000 will be incurred. There is no guarantee that the Company will be able to complete the registration within the anticipated

timeframe.

NOTE 7 - SUBSEQUENT EVENTS

Effective April 13, 2006, the Company entered into an unsecured Senior Promissory Note in the amount of $500,000. Following the payment of commissions and expenses, the Company received net proceeds of approximately $439,875. The outstanding principal amount of the Note, plus interest at the rate of 12% per annum, is payable in cash on or before the earlier of (i) April 12, 2007 or (ii) the date upon which the Company sells any of its equity or debt securities in a financing transaction, or a series of financings, with gross proceeds equal to $1,000,000; provided, however, that a subsequent financing transaction will not include (x) issuances of common stock to employees, (y) the exercise of any options to purchase shares of common stock that are outstanding as of the date hereof, or (z) the grant, issuance or exercise of options or common stock under the Company's stock, option, deferred stock and restricted stock plan for the purpose of satisfying the Company's payables. In an event of default, as defined in the note, the note shall become immediately due and payable, and during the continuation of an event of default, the Company must pay interest on the note in an amount equal to 2% per month until the event of default is cured or waived.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Special Note Regarding Forward-looking Statements

Some of the statements under "Risk Factors," "Business" and elsewhere in this Quarterly Report on Form 10-QSB constitute forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, those described under "Risk Factors" and elsewhere in this Quarterly Report on Form 10-QSB and in the "Risk Factors" section of our annual report on Form 10-KSB filed with the Securities and Exchange Commission on March 28, 2006 and Form 10-KSB/A filed with the Securities and Exchange Commission on March 31, 2006.

In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "plans," "intends," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of such terms or other comparable terminology.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of such statements. We are under no duty to update any of the forward-looking statements after the date of this report.

The following information should be read in conjunction with the financial statements and the notes thereto. The analysis set forth below is provided pursuant to applicable Securities and Exchange Commission regulations and is not intended to serve as a basis for projections of future events.

Overview

IR BioSciences Holdings, Inc. is a development-stage biopharmaceutical company. Through our wholly owned subsidiary, ImmuneRegen BioSciences, Inc., we are engaged in the research and development of potential therapeutics for a number of applications. All potential therapeutics in development are based on Sar9, Met (O2)11-Substance P, an analog of the naturally occurring human neuropeptide Substance P. This neuropeptide can be found throughout the body, including in the airways of humans and many other species. We use the generic name Homspera to refer to the synthetic Sar9, Met (O2)11-Substance P peptide. All of our research and development efforts are early, pre-clinical stage and Homspera has only undergone exploratory studies to evaluate its biological activity in small animals.

Currently, the majority of our development efforts are centered on two potential therapeutic applications for the active ingredient in Homspera. Radilex is being formulated specifically for the potential treatment of acute exposure to radiation. Viprovex is being formulated specifically for applications relating to the potential treatment of maladies caused by exposure

to various chemical and biological agents. We are currently sponsoring ongoing pre-clinical studies in these areas, specifically two mouse radiation studies on the efficacy of Radilex in treating acute radiation exposure and a mouse study on the efficacy of Viprovex in treating exposure to anthrax. In addition, we have designed the protocols for additional radiation studies in mice using Radilex and an avian flu study in mice using Viprovex.

To date we have submitted preliminary study data to the U.S. Food and Drug Administration (FDA) and have been issued two Pre-Investigational New Drug (PIND) numbers, one for use of Homspera (now Radilex) in the treatment of acute radiation syndrome and the other for use of Viprovex in the treatment of avian influenza. In addition, we have recently submitted a PIND data package for the use of Viprovex in the treatment of chemical exposure. We intend to file final radiation study data from mice with the FDA within six months, and at that time we plan to request a meeting with the FDA regarding the authorization of a large animal study protocol to test the efficacy of Radilex as a treatment for acute radiation syndrome. Also within the next six months, we plan to submit an Investigational New Drug (IND) application for the use of Viprovex in treating Acute Respiratory Distress Syndrome (ARDS)

We have filed patent applications and provisional patent applications, where applicable, in many jurisdictions, inside and outside of the United States, for the use of the active ingredient Sar9, Met (O2)11-Substance P in applications that we are researching. We own two issued U.S. and two issued foreign patents and two pending Patent Cooperation Treaty (PCT) applications, seven pending U.S. provisional patent applications and 16 pending foreign provisional patent applications.

Our current potential drug candidates, Radilex and Viprovex and other technologies utilizing Homspera, are at early stages of development and may not be shown to be safe or effective and may never receive regulatory approval. Neither Radilex nor Viprovex nor our technologies utilizing Homspera have yet been tested in large animals or humans. There is no guarantee that regulatory authorities will ever permit large animal or human testing of Radilex, Viprovex or any other potential products derived from Homspera. Even if such testing is permitted, none of Radilex, Viprovex or any other potential drug candidates, if any, derived from Homspera may be successfully developed or shown to be safe or effective.

The results of our preclinical studies and clinical trials may not be indicative of future clinical trial results. A commitment of substantial

resources to conduct time-consuming research, preclinical studies and clinical trials will be required if we are to develop any commercial applications using Homspera or any derivates thereof. Delays in planned patient enrollment in our clinical trials may result in increased costs, program delays or both. None of our potential applications may prove to be safe or effective in clinical trials. Approval of the FDA or other regulatory approvals, including export license permissions, may not be obtained and even if successfully developed and approved, our potential applications may not achieve market acceptance. Any applications resulting from our programs may not be successfully developed or commercially available for a number of years, if at all.

As traditional efficacy studies would require healthy human volunteers to be exposed to the potentially lethal agents or pathogens, this cannot be done. Therefore, we may apply for approval based upon a new rule adopted by the FDA in 2002, titled "Approval of New Drugs When Human Efficacy Studies Are Not Ethical or Feasible" (Code of Federal Regulations, Title 21, Part 314, Subpart I), which is also referred to as the "animal efficacy rule." Pursuant to this new rule, in situations where it would be unethical to conduct traditional Phase II and Phase III efficacy studies in humans, as is the case with our applications relating to the treatment of maladies caused by exposure to high level gamma radiation and various chemical and biological agents, the FDA will review new drugs for approval on the basis of safety in humans and efficacy in relevant animal models. Through development under this paradigm, management believes near-term development opportunities may exist and development costs are lessened compared to the more traditional drug development model, as Phase II and Phase III of the FDA required drug approval process are not required. Under either scenario, we will not have marketable applications unless and until our drug candidates complete all required safety studies and clinical trials and receive FDA approval in the United States or approval by regulatory agencies outside of the United States.

Prior to FDA approval, Radilex and Viprovex may become eligible for purchase by the U.S. government. Project BioShield legislation contains provisions enabling the U.S. Department of Health and Human Services, or HHS, to begin purchasing new medical countermeasures for the Strategic National Stockpile in advance of formal FDA approval. This provision, known as an Emergency Use Authorization, has already been implemented for other development stage medical countermeasures to weapons of mass destruction. In that our studies, in the opinion of management, indicate that Radilex may have efficacy in the treatment of the life-threatening effects of radiation exposure and Viprovex to exposure to various biological and chemical agents, we believe there may be interest by government agencies to stockpile Radilex and/or Viprovex if it is successfully developed. However, there is no assurance that any of such orders will be forthcoming and we have received no indication from Project BioShield or any other agency that it intends to purchase any quantities of Radilex or Viprovex.

To date, we have not obtained regulatory approval for or commercialized any applications using Homspera or any of its derivatives. We have incurred significant losses since our inception and we expect to incur annual losses for at least the next 3 years as we continue with our drug discovery and development efforts.

RESULTS OF OPERATIONS FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2006 AND MARCH 31, 2005

Revenue

We have not generated any revenues from operations from our inception. We believe we will begin earning revenues from operations during calendar year 2009 as we transition from a development stage company.

Sales, General, and Administrative Expenses

Sales, general, and administrative expenses ("SG&A") were $561,144 for the three months ended March 31, 2006, a decrease of $277,376 or approximately 33% compared to SG&A of $838,520 during the three months ended March 31, 2005. The decrease is primarily due to lower costs of non-cash compensation. For the three months ended March 31, 2006, this amount consisted primarily of officer compensation of $93,250, research and development of $111,516, legal and accounting fees of $195,697, other consulting fees of $53,117, payroll and related costs of $28,685, public relations and marketing of $22,616, and non-cash compensation costs of $8,399.

The Company expects SG&A to increase during the coming twelve months as we continue to build out the Company's infrastructure and to develop the Company's line of potential products.

Interest (Income)/Expense (net)

Interest (Income) was $(166) for the three months ended March 31, 2006, a decrease of $1,143 or approximately 117% compared to interest expense of $977 for the three months ended March 31, 2005. Interest expense was reduced because the Company paid all of its outstanding debt during the twelve months ended December 31, 2005.

The Company expects interest expense to remain at low levels during the coming twelve months.

Net Loss

For the reasons stated above, our net loss for the three months ended March 31, 2006 was $1,162,506, or $0.02 per share an increase of $323,009 or 38% compared to a net loss of $839,497 for the three months ended March 31, 2005.

Our independent certified public accountants have stated in their report included in SEC Form 10-KSB/A that we have incurred a net loss and negative cash flows from operations of $4,591,107 and $1,884,113, respectively, for the year ended December 31, 2005. This loss, in addition to a lack of operational history, raises substantial doubt about our ability to continue as a going concern. In the absence of significant revenue and profits, and since we do not expect to generate significant revenues in the foreseeable future, we, in order to fund operations, will be completely dependent on additional debt and equity financing arrangements. There is no assurance that any financing will be sufficient to fund our capital expenditures, working capital and other cash requirements for the fiscal year ending December 31, 2006. No assurance can be given that any such additional funding will be available or that, if available, can be obtained on terms favorable to us. If we are unable to raise needed funds on acceptable terms, we will not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. A material shortage of capital will require us to take drastic steps such as reducing our level of operations, disposing of selected assets or seeking an acquisition partner. If cash is insufficient, we will not be able to continue operations.

Penalties for Late Registration

During the three months ended March 31, 2006, we accrued the issuance of 1,383,600 shares of common stock and warrants to purchase an additional 544,800 shares of common stock pursuant to a penalty calculation with regard to the late registration of shares sold in a private placement in October 2004.

In October 2004, we completed a private placement sale of shares of our common stock and warrants to purchase additional shares of common stock. We issued in the private placement an aggregate of 19,600,000 shares of our common stock and warrants to purchase 9,800,000 shares of our common stock. We agreed to register these shares along with the shares underlying these warrants within ninety days from the closing date of the transaction, or we would incur a penalty equivalent to an additional 2% of the shares and warrants to be registered for every 30 days that we fail to complete this registration. This penalty amounts to an aggregate of 461,200 shares and 181,600 warrants per 30 day period until such a time as this registration statement is made effective. As of March 31, 2006, we are required to issue an additional 6,625,907 shares of common stock and warrants to purchase an additional 2,724,000 shares of common stock. At the time these liabilities were incurred, the shares were valued at $2,448,511 and the warrants were valued at $744,177. The shares were valued at the market price of the Company's common stock at the time the liabilities were incurred. The warrants were valued utilizing the Black-Scholes valuation model. The aggregate amount of $557,930 was charged to operations as cost of penalty for late registration of shares during the three months ended March 31, 2006. The shares and warrants were re-valued at March 31, 2006, and the result of this re-valuation was to increase the value of the shares by $52,423 and to decrease the value of the warrants by $6,868. These decreases were credited to other (income) expense during the three months ended March 31, 2006. At March 31, 2006, the fair value of the common stock issuable under the penalty for late registration of shares is $2,186,549, and the fair value of the warrants issuable under the penalty for late registration of shares is $476,662. These amounts appear as current liabilities on the Company's condensed consolidated balance sheet at March 31, 2006.

We anticipate to complete the registration of these shares during the quarter ended June 30, 2006. If we are able to complete the registration within this timeframe, we will incur an obligation to issue approximately 1,214,493 additional shares and 478,213 additional warrants at an aggregate cost of approximately $500,000 will be incurred. There is no guarantee that we will be able to complete the registration within the anticipated timeframe.

PLAN OF OPERATIONS

We expect to continue to incur increasing operating losses for the foreseeable future, primarily due to our continued research and development activities attributable to Radilex, Viprovex or any other proposed product, if any, derived from Homspera and general and administrative activities.

Product Research and Development

We incurred an expense of $111,516 for the three months ended March 31, 2006 in research and development activities related to the development of Radilex and Viprovex versus an expense of $65,849 for the three months ended March 31, 2005. Due to our liquidity and limited cash available, our spending on research and development activities was limited. From our inception in October 2002, we have spent $418,310 in research and development activities. These costs only include the manufacture and delivery of our drug by third party manufacturers and payments to Contract Research Organizations for consulting related to our studies and costs of performing such studies. Significant costs

relating to research and development, such as consulting fees for Drs. Witten and Siegel, among others, have been classified in consulting fees for consistency of financial reporting.

We anticipate that during the next 12 months we will increase our research and development spending to a total of approximately $3,500,000 in an effort to further develop Radilex and Viprovex. If we are unable to raise additional capital, our research and development activities may be lessened. The drug development, clinical trial and regulatory process is lengthy, expensive and uncertain and subject to numerous risks.

Our major research and development projects include:

Research and Development of Radilex in Radiological Exposure Applications.

We have commenced initial testing of Radilex to record its potential therapeutic effects on the treatment of toxic radiation exposure. Our current and past studies are based on initial studies conducted by our co-founders, Drs. Mark Witten and David Harris. To date we have sponsored five studies and co-sponsored three radiation studies all of which were conducted utilizing rodents to determine dose response to radiation, the maximum efficacious dose of Radilex, the impact on survival and to distinguish survival response between aerosol delivery versus intra muscular delivery. In each of these studies mice were exposed to varying levels of radiation. In the opinion of management, these studies have demonstrated in C57BL/6 mouse model studies that Radilex-treated mice exhibited survival rates of up to 50% at 90 days post-radiation exposure to an otherwise lethal dose of whole body ionizing radiation. Additionally, it was observed that these mice had normal immune system function at the 90-day post-radiation time point compared to longitudinal control mice. Thus far, in our opinion, the results from our sponsored and co-sponsored rodent studies using Radilex demonstrate efficacy in treating acute radiation syndrome when administered via an inhaler device without requiring any prophylactic treatment. If these results can be reproduced in further studies, including large animal studies, we believe that our treatment could potentially increase an individual's chance of survival in the event of exposure to radiation.

We have prepared the protocols for what we believe will be our final phase of rodent studies for a radiation sensitivity study on mice to be conducted at the Oak Ridge National Laboratory in which we will attempt to further validate our prior studies. This study commenced on February 28, 2006. We estimate that the study will be completed within 3 months at an estimated cost of $90,000. Upon completion of the aforementioned study we will prepare the protocols necessary for a non-human primate study to test the efficacy of Radilex as a potential treatment to acute radiation sickness. We expect this study to begin within the next 12 to 18 months. We believe that preliminary results will be available within 90 days from beginning of study, with analysis within an additional 60 to 90 days. We expect up to an additional $2,500,000 will be required to complete this study. We estimate the completion of this study will be in 18 to 24 months.

If product development or approval does not occur as scheduled our time to reach market will be lengthened and our costs will substantially increase. Additionally, we may be requested to expand our findings to gather additional data or we may not achieve the desired results. If so, we may have to design new protocols and conduct additional studies. This will increase our costs and delay the time to market for Radilex as a possible therapeutic for radiation exposure. Any of these occurrences would have a material negative impact on our business

and our liquidity as it may cause us to seek additional capital sooner than expected and allow our competitors to successfully enter the market ahead of us.

Research and Development of Viprovex in Chemical and Biological Exposure Applications.

To date, we have only conducted limited preclinical studies with regard to the development of Viprovex. In the opinion of management, preliminary results from pilot studies reveal the potential effects of Viprovex on the immune system, including protection and replenishment, increased cytokines (TNF(alpha), interferon-gamma) that reflect system activation, enhanced phagocytotic activity, potential dendritic cell/T cell activation, inhibition of apoptosis and increased T cell mitogenesis. It is the opinion of management that these results may underlie the potential ability of Viprovex to enhance flu therapies, minimize the respiratory impact of influenza infection and augment the capability of vaccination to induce a protective immune response.

We are sponsoring a series of studies with Hyperion Biotechnology Inc. at their laboratory facilities located at Brooks City-Base in San Antonio, Texas with the cooperation of the U.S. Air Force School of Aerospace Medicine (USAFSAM). The first of these studies was initiated in October 2005. Logistical considerations related to number of animals requiring exposure and performance of a full Viprovex dose-response curve within specified time limits following anthrax exposure required the experiment be performed in two sections, and it is incomplete at this time. The second half of the full dose-ranging experiment began in February, 2006. We estimate that the study will be completed within 3 months at an estimated cost of $51,450. If we are successful in achieving desirable results against anthrax, we intend to design the protocols and begin further studies for this and other indications, when capital is available. As we have only collected preliminary data and additional studies are required, we cannot predict when, if ever, a viable anthrax treatment can be commercialized. If we do not observe significant results or we lack the capital to further the development, we may abandon such research and development efforts; thereby limiting our future potential revenues.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements made in the fiscal quarter ended March 31, 2006.

REVENUES

We have not generated any revenues from operations from our inception. We believe we will begin earning revenues from operations during calendar year 2009 as we transition from a development stage company.

COSTS AND EXPENSES

From our inception through March 31, 2006, we have incurred losses of $12,961,640. These expenses were associated principally with equity-based compensation to employees and consultants, cost of penalty for late registration of shares, product development costs and professional services.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2006, we had current assets of $23,161 consisting of cash of $6,154 and other current assets of $17,007. At March 31, 2006, we also had current liabilities of $3,421,070, consisting of accounts payable and accrued liabilities of $707,859, notes payable of $50,000 and accrued cost of penalty for late registration of shares of $2,663,211. This resulted in net working capital deficit at March 31, 2006 of $3,397,909. During the three months ended

March 31, 2006, the Company used cash in operating activities of $293,231. From the date of inception (October 30, 2002) to March 31, 2006, the Company has had a net loss of $12,961,640 and has used cash of $4,251,689 in operating activities.

We have never generated revenue. There is no guarantee that our business model will be successful, or that we will be able to generate sufficient revenue to fund future operations. As a result, we expect our operations to continue to use net cash, and that we will be required to seek additional debt or equity financings during the coming quarters. Since inception, we have financed our operations through debt and equity financing. While we have raised capital to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development of our product line. We met our cash requirements from our inception through March 31, 2006 via the private placement of $3,263,902 net of costs of our common stock, $1,194,856 of this was from the exercise of common stock purchase warrants net of costs. An additional $1,018,503 was received from the issuance of notes payable, net of repayments.

6

In March 2006 the Company received a cash advance from a Director, an accredited investor, in the amount of $50,000. This advance bears interest at the rate of 12% per annum. During the three months ended March 31, 2006 the Company accrued interest in the amount of $164 on this advance. The Company anticipates converting this advance to a note payable during the quarter ending June 30, 2006.

Effective April 13, 2006, we entered into an unsecured Senior Promissory Note in the amount of $500,000. Following the payment of commissions and expenses, we received net proceeds of approximately $439,875. The outstanding principal amount of the Note, plus interest at the rate of 12% per annum, is payable in cash on or before the earlier of (i) April 12, 2007 or (ii) the date upon which the Company sells any of its equity or debt securities in a financing transaction, or a series of financings, with gross proceeds equal to $1,000,000; provided, however, that a subsequent financing transaction will not include (x) issuances of common stock to our employees, (y) the exercise of any options to purchase shares of our common stock that are outstanding as of the date hereof, or (z) the grant, issuance or exercise of options or our common stock under our stock, option, deferred stock and restricted stock plan for the purpose of satisfying the Company's payables. In an event of default, as defined in the note, the note shall become immediately due and payable, and during the continuation of an event of default, we must pay interest on the note in an amount equal to 2% per month until the event of default is cured or waived.

In January 2005, we made a tender offer to temporarily reduce the exercise price of certain warrants issued in October 2004 from $0.50 to $0.20 per share. The tender offer expired on March 4, 2005. We accepted for exercise a total of 6,600,778 warrants validly tendered and not withdrawn pursuant to the terms of the tender offer, which represents approximately 48% of the aggregate 13,780,449 warrants that were subject to the offer. We raised an aggregate of $1,190,857 from the tender offer, net of costs.

Pursuant to our employment agreement with Michael Wilhelm, our President and Chief Executive Officer, dated December 16, 2002, we paid an annual salary of $125,000 and $175,000 to Mr. Wilhelm during the first and second years of his employment, respectively. Thereafter we paid through August 10, 2005, an annual salary of $250,000. On August 10, 2005, we entered into a

new employment agreement with Mr. Wilhelm. The new employment agreement calls for a salary at the rate of $275,000 per annum and provides for bonus incentives. Mr. Wilhelm's salary is payable in regular installments in accordance with the customary payroll practices of our company.

Pursuant to our employment agreement with John Fermanis, our Chief Financial Officer, dated February 15, 2005, we paid an annual salary of $60,000 until the company completed a financing of $500,000 or more. This occurred on March 4, 2005 when the company completed a Tender Offer for warrants totaling $1,211,000 net of fees. From March 4, 2005, until December 31, 2005, we paid an annual salary of $85,000. Thereafter, we will pay an annual salary of $98,000 for the second year ending December 31, 2006 and an annual salary of $112,000 for the third year ending December 31, 2007. Mr. Fermanis' salary is payable in regular installments in accordance with the customary payroll practices of our company.

On December 16, 2002 we entered into a consulting agreement on a month-to-month basis with Dr. Mark Witten, our Director. Under the terms of this agreement, Dr. Witten agrees to place at the disposal of us his judgment and expertise in the area of acute lung injury. In consideration for these services, we agreed to pay Dr. Witten a non-refundable fee of $5,000 per month. In January 2006, the company received correspondence from Dr. Witten stating that he would terminate his consulting contract if his specific requirements were not met. We subsequently accepted his termination effective February 1, 2006.

Since our inception, we have been seeking additional third-party funding. During such time, we have retained a number of different investment banking firms to assist us in locating available funding; however, we have not yet been successful in obtaining any of the long-term funding needed to make us into a commercially viable entity. During the period from October 2004 to December 2005, we were able to obtain financing of $3,590,136 from a series of private placements of our securities (which resulted in net proceeds to us of $3,263,902). Based on our current plan of operations all of our current funding is expected to be depleted by the end of June 2006. If we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources, it would have a material adverse effect on our business, results of operations, liquidity and financial condition.

While we have successfully raised capital to meet our working capital and financing needs in the past through debt and equity financings, additional financing will be required in order to implement our business plan and to meet our current and projected cash flow deficits from operations and development. There can be no assurance that we will be able to consummate future debt or equity financings in a timely manner on a basis favorable to us, or at all. If we are unable to raise needed funds, we will not be able to develop or enhance our potential products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. A material shortage of capital will require us to take drastic steps such as reducing our level of operations, disposing of selected assets or seeking an acquisition partner.

Until such time, if at all, as we receive adequate funding, we intend to continue to defer payment of all of our obligations which are capable of being deferred, which actions have resulted in some vendors demanding cash payment for their goods and services in advance, and other vendors refusing to continue to do business with us. In the event that we are successful in obtaining third-party funding, we do not expect to generate a positive cash flow from our operations for at least several years, if at all, due to anticipated expenditures for research and development activities, administrative and marketing activities, and working capital requirements and expect to continue to attempt to raise further capital through one or more further private placements. Based on our operating expenses and anticipated research and development activities, we believe that we will require an additional $5 million to meet our

expenses over the next 12 months.

Acquisition or Disposition of Plant and Equipment

We did not dispose or acquire any significant property, plant or equipment during the first quarter ended March 31, 2006. We do not anticipate the sale of any significant property, plant or equipment during the next twelve months.

Number of Employees

From our inception through the period ended March 31, 2006, we have relied on the services of outside consultants for services and currently have four full-time employees. Our full-time employees are Michael K. Wilhelm, our Chief Executive Officer; John Fermanis, our Chief Financial Officer; and, the third and fourth serve in administrative roles. In order for us to attract and retain quality personnel, we anticipate we will have to offer competitive salaries to future employees. We do not anticipate our employment base will significantly change during the next twelve months, other than the addition of one senior level appointment to the position of Senior Vice President of Scientific Development. As we continue to expand, we will incur additional cost for personnel. This projected increase in personnel is dependent upon our generating revenues and obtaining sources of financing. There is no guarantee that we will be successful in raising the funds required or generating revenues sufficient to fund the projected increase in the number of employees.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Common Stock.

RISK FACTORS

Other than with respect to the following risk factors, which have been updated and restated in their entirety below, there have been no material changes from the risk factors disclosed in the "Risk Factors" section of our the "Risk Factors" section of our annual report on Form 10-KSB filed with the Securities and Exchange Commission on March 28, 2006 and Form 10-KSB/A filed with the Securities and Exchange Commission on March 31, 2006.

RISKS RELATED TO OUR FINANCIAL RESULTS

WE HAVE LIMITED CASH RESOURCES, AN ACCUMULATED DEFICIT, ARE NOT CURRENTLY PROFITABLE AND EXPECT TO INCUR SIGNIFICANT EXPENSES IN THE NEAR FUTURE.

As of March 31, 2006, we had a working capital deficit of $3,397,909. This amount consists of cash of $6,154 and current assets of $17,007, accounts payable and accrued current liabilities of $707,859, including notes payable $50,000 and an accrued current liability of $2,663,211 related to a penalty for the late registration of the securities sold in our October 2004 private placement. We anticipate settling this late registration penalty in additional shares of common stock and warrants to purchase additional shares of common

stock. If this non-cash liability were to be removed from our working capital position as of March 31, 2006, we would have a working capital deficit of $734,698. We have incurred a substantial net loss for the period from our inception in October 2002 to March 31, 2006, and are currently experiencing negative cash flow. We expect to continue to experience negative cash flow and operating losses through at least 2009 and possibly thereafter. As a result, we will need to generate significant revenues to achieve profitability.

WE MAY FAIL TO BECOME AND REMAIN PROFITABLE OR WE MAY BE UNABLE TO FUND OUR CONTINUING LOSSES, IN WHICH CASE OUR BUSINESS MAY FAIL.

We are focused on product development and have not generated any revenue to date. We do not believe we will begin earning revenues from operations until the calendar year 2009 as we transition from a development stage company. We have incurred operating losses since our inception. Our net loss for the three months ended March 31, 2006 was $1,162,506. As of March 31, 2006, we had an accumulated deficit of $12,961,640.

OUR INDEPENDENT OUTSIDE AUDITORS HAVE RAISED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

Our independent certified public accountants have stated in their Report on Form 10-KSB/A that the Company had incurred a net loss and negative cash flows from operations of $4,591,107 and $1,884,113, respectively, for the year ended December 31, 2005, and a lack of operational history, among other matters, that raise substantial doubt about our ability to continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. The effect of this going concern would materially and adversely affect our ability to raise capital, our relationship with potential suppliers and customers, and have other unforeseen effects.

WE WILL BE REQUIRED TO RAISE ADDITIONAL CAPITAL TO FUND OUR OPERATIONS. IF WE CANNOT RAISE NEEDED ADDITIONAL CAPITAL IN THE FUTURE, WE WILL BE REQUIRED TO CEASE OPERATIONS.

Based on our current plans, we believe our existing financial resources, and interest earned thereon, will be sufficient to meet our operating expenses and capital requirements through June 2006. However, changes in our research and development plans or other events affecting our operating expenses may result in the expenditure of such cash before that time. We estimate that we will require approximately $5 million over the next 12 months in order to finance our research and development efforts, fund operating expenses, pursue regulatory clearances and prosecute and defend our intellectual property rights. We may seek such additional funding through public or private financing or through collaborative arrangements with strategic partners.

You should be aware that in the future:

- we may not obtain additional financial resources when necessary or on terms favorable to us, if at all; and

- any available additional financing may not be adequate.

In addition, we entered into an unsecured Senior Promissory Note in the amount of $500,000 in April 2006. The outstanding principal amount of the Note, plus interest at the rate of 12% per annum, is due on or before the earlier of (i) April 12, 2007 or (ii) the date upon which we sell any of our equity or debt securities in a financing transaction, or a series of financings, with gross

proceeds equal to $1,000,000, excluding certain issuances. Our actions are restricted by the terms of the Note, which may have a material adverse effect on our operations and capital raising ability. Under the terms of the note, we would not be able to raise more than $1,000,000, if we were otherwise able to do so, unless we were able to repay the Note upon such financing. In addition, the note prevents us from (i) increasing the base salary of any officer more than 5% per year unless required to do so by an outstanding employment agreement, (ii) pay any dividends, (iii) incur indebtedness which is senior or pari passu to the Note, (iv) sell account receivables, (v) expend more than $100,000 in any fiscal year for capital expenditures, or (vi) advance money to or invest in any firm, corporation or other person, except in certain enumerated situations.

If we cannot raise additional funds when needed, or on acceptable terms, we will not be able to continue to develop our drug candidates. We require substantial working capital to fund our operations. Since we do not expect to generate significant revenues in the foreseeable future, in order to fund operations, we will be completely dependent on additional debt and equity financing arrangements. There is no assurance that any financing will be sufficient to fund our capital expenditures, working capital and other cash requirements beyond June 2006. Our working capital deficit as of March 31, 2006 was $734,698 net of the accrual of securities pursuant to the penalty provision of our October 2004 private placement. No assurance can be given that any such additional funding will be available or that, if available, can be obtained on terms favorable to us. If we are unable to raise needed funds on acceptable terms, we will not be able to develop or enhance our products, take advantage of any future opportunities or respond to competitive pressures or unanticipated requirements. A material shortage of capital will require us to take drastic steps such as reducing our level of operations, disposing of selected assets or seeking an acquisition partner. If cash is insufficient, we will not be able to continue operations.

THERE IS NO CAP ON THE SHARES AND WARRANTS WE MAY ISSUE PURSUANT TO THE DELAYED REGISTRATION PENALTY PROVISION UNDER THE OCTOBER 2004 PRIVATE PLACEMENT, WHICH MAY ADVERSELY AFFECT THE MARKET PRICE OF OUR STOCK.

Under the October 2004 private placement, we agreed to register the shares sold in the transaction, along with the shares underlying the warrants sold within ninety days from the closing date of the private placement. If these securities were not so registered, we would incur a penalty equivalent to an additional 2% of the shares and warrants to be registered for every 30 days that we failed to complete the registration. Through April 28, 2006, we have accrued 6,918,000 shares and 2,724,000 warrants pursuant to this penalty provision. No cap exists to limit the penalty for failure to register the shares and warrants in the October 2004 private placement. Accordingly, the amount of additional equity securities we issue pursuant to the delayed registration penalty may adversely affect the market price of our common stock and the rights of our stockholders may be substantially reduced. Moreover, as of the date of this report, our authorized capital consists of 100,000,000 shares of common stock. As of April 28, 2006, we have fully diluted 91,396,465 shares of common stock outstanding. Therefore, because no cap exists to limit the issuance of penalty shares, we may not have a sufficient number of authorized shares available for the settlement of the registration penalty. As a result, the investors entitled to these shares may take legal or other action against us, which may cause us to pay substantial damages and adversely affect our business.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this Quarterly Report, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) of the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2006, such disclosure controls and procedures were effective in ensuring that required information will be disclosed on a timely basis in our periodic reports filed under the Exchange Act.

(b) Changes in internal controls

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or 15d-15 under the Exchange Act that occurred during the quarter ended March 31, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any material legal proceedings. Please refer to the Company's report on Form 10-K/A Amendment No. 1 for 2005 regarding litigation and claims as of December 31, 2005.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On August 23, 2004, the Company entered into a $5,000 Convertible Promissory Note bearing 8% interest per month to an individual accredited investor. On October 26, 2004 in accordance with the terms of the Promissory Note, principal of $5,000 and accrued interest of $71 was converted into 67,616 shares of our common stock releasing the Company from any further obligation under the Note. From the date of the note's conversion, these shares were accrued for by the Company and the certificate representing the shares was issued in March 2006. No general solicitation or advertising was undertaken in connection with the offer and sale of the Note. The investor represented to the Company that the investor was purchasing the Note for the investor's own account and not with a present view towards the distribution thereof. In addition, the investor acknowledged and agreed that the Note and the underlying securities had not been registered under the Securities Act and may not be offered or sold unless subsequently registered and/or offered, sold or transferred pursuant to

an exemption from the registration requirements. Therefore, the Company believes that the securities were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder.

In March 2006, per his employment agreement we issued 100,000 shares of our common stock to our Chief Financial Officer, John Fermanis. No general solicitation or advertising was undertaken in connection with the offer and sale of the shares. The Company's Chief Financial Officer qualifies as an "accredited investor" and acknowledged and agreed that the shares had not been registered under the Securities Act and may not be offered or sold unless subsequently registered and/or offered, sold or transferred pursuant to an exemption from the registration requirements. The securities were issued in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder.

As of March 31, 2006 we have accrued the issuance of 230,096 shares of common stock. Pursuant to the terms of their respective agreements with us 34,544 shares of common stock are to be issued to consultants. Also included is 182,366 shares relating to the conversion of convertible notes. The shares will bear a restrictive legend regarding the sale or transfer of such. The shares were issued in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder. Our Chief Financial Officer and the consultants each qualifies as an accredited investor (as defined by Rule 501 under the Securities Act of 1933, as amended). No general solicitation or advertising was undertaken in connection with the offer and sale of these shares.

During the three months ended March 31, 2006, we accrued the issuance of 1,383,600 shares of common stock and warrants to purchase an additional 544,800 shares of common stock pursuant to a penalty calculation with regard to the late registration of shares sold in a private placement in October 2004.

Subsequent to March 31, 2006 we have accrued the issuance of an additional 292,093 shares of common stock and warrants to purchase an additional 115,013 shares of common stock pursuant to a penalty calculation with regard to the late registration of shares sold in a private placement in October 2004

During the three months ended March 31, 2006 we have accrued the issuance of 61,500 common stock purchase warrants to members of our Bioterrorism Advisory Board, Drug Development Advisory Board and Oncology and Dermatology Advisory Board for participation during the year. These warrants were issued pursuant to the terms of their respective agreements with us. The exercise prices of these warrants range from $0.125 to $1.00 per share. The warrants expire three years after date of issuance. The warrants will bear a restrictive legend regarding the sale or transfer of such or the underlying securities. The warrants were issued in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder. There were less than 35 investors and each investor had such knowledge and experience in financial and business matters that the investor was capable of evaluating the merits and risks of investing in the warrants. No general solicitation or advertising was undertaken in connection with the offer and sale of these shares. Each investor was also provided with access to our Exchange Act reports including our annual report on Form 10-KSB and our quarterly reports on Form 10-QSB.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

None.

ITEM 5: OTHER INFORMATION

None.

ITEM 6. EXHIBITS

(a) Exhibits

31.1	Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-B, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-B, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

- * This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 5, 2006.

IR BioSciences Holdings, Inc.

By: /S/ Michael K. Wilhelm

Michael K. Wilhelm
President, Chief Executive Officer