TIREX CORP
Form 10QSB
May 20, 2003

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

FORM 10-QSB

(Mark One)

[X] Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2003

[ ] Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission File Number 33-17598-NY

THE TIREX CORPORATION
(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware	22-2824362
(State or other jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4055 Ste-Catherine Street West, Suite 142, Montreal (Westmount), Quebec, Canada, H3Z 3J8
(Address of Principal executive offices)

(514)
(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 issuer was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding for each of the issuer's classes of common equity, as of April 30, 2003: 249,895,892 shares

Transitional Small Business Disclosure Format (check one):
Yes [ ] No [X]

The Tirex Corporation
(A Development Stage Company)

TABLE OF CONTENTS

The financial statements are unaudited. However, pursuant to SEC requirements, the consolidated financial statements have been reviewed by the Company's independent auditor. Readers are cautioned that a review engagement does not constitute an audit. Management of registrant believes that all necessary adjustments, including normal recurring adjustments, have been reflected to present fairly the financial position of registrant at March 31, 2003 and the results of its operations and changes in its cash position for the three and nine-month periods ended March 31, 2003 and 2002 and for the period from inception (July 15, 1987).

THE TIREX CORPORATION
A DEVELOPMENT STAGE COMPANY

CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2003
(Unaudited)

ASSETS

Current Assets	
Cash and cash equivalents	$ --
Accounts receivable	30,902
Notes receivable	19,927
Sales taxes receivable	39,876
Inventory	67,314
Research and Experimental Development tax credits receivable	--
Prepaid expenses and deposits	36,394
	194,414
Property and equipment, salvage value	50,000
Other assets	
Investment, at cost	89,500
Prepaid expenses and deposits	209,000
	298,500
	$ 542,914

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current Liabilities	
Accounts payable and accrued liabilties	$ 1,839,642
Current portion of long-term debt	43,685
	1,883,327
Other liabilities	
Long-term deposits and notes	217,500
Government loans (net of current)	131,158
Capital lease obligations (net of current)	2,614
Convertible notes	932,240
Convertible note	185,556
Loans from related parties	558,423
	2,027,491
	3,910,818
Stockholders' Equity (Deficit)	
Common stock, $.001 par value, authorized 250,000,000 shares, issued and outstanding 249,895,892 shares	249,896
Additional paid-in capital	25,222,219
Deficit accumulated during the development stage	(28,549,318)
Unrealized gain (loss) on foreign exchange	(290,701)
	(3,367,903)

$ 542,914

1

THE TIREX CORPORATION
A DEVELOPMENT STAGE COMPANY

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	(Unaudited) Three months ended March 31		(Unaudited) Nine months ende[d] March 31	
	2003	2002	2003	
Revenues	$ --	$ --	$ 28,515	$
Cost of Sales	--	--	12,981	
Gross profit	--	--	15,534	
Operations				
General and administrative	185,730	198,665	636,792	
Depreciation and amortization	--	13,627	5,914	
Research and development	--	120,791	450,000	
Total Expense	185,730	333,083	1,092,706	
Loss before other expenses (income)	(185,730)	(333,083)	(1,077,172)	(
Other expenses (income)				
Interest expense	22,838	25,401	82,473	
Interest income	--	--	--	
Income from stock options	--	--	--	
Loss on disposal of equipment	--	--	--	
	22,838	25,401	82,473	
Net loss	(208,568)	(358,484)	(1,159,645)	(
Other comprehensive loss				
Loss (gain) on foreign exchange	--	175	--	

Net loss and comprehensive loss	$ (208,568)	$ (358,659)	$ (1,159,645)	$ (
Basic and Diluted net loss and comprehensive loss per common share	$ (0.00)	$ (0.00)	$ (0.01)	$
Weighted average shares of common stock outstanding	231,042,142	231,042,142	192,114,478	19

2

THE TIREX CORPORATION
A DEVELOPMENT STAGE COMPANY

CONSOLIDATED STATEMENT OF CASH FLOWS

	(Unaudited) Three months ended March 31		(Una Nine mo Ma
	2003	2002	2003
Cash flows from operating activities:			
Net loss	$ (208,568)	$ (358,659)	$ (1,159,645
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	--	13,627	5,914
(Gain) loss on disposal and abandonment of assets	--	--	530,651
Stock issued in exchange for interest	--	--	--
Stock issued in exchange for services and expenses	--	--	--
Stock options issued in exchange for services	--	--	--
Unrealized (loss) gain on foreign exchange	(117,870)	1,953	(90,532
Changes in assets and liabilities:			
(Increase) decrease in:			
Account receivable	(2,151)	2	2,311
Inventory	(4,685)	64	(2,149
Sales tax receivable	(2,773)	--	(17,787
Research and experimental development tax credits receivable	126,428	(27,447)	246,970
Other assets	(5,317)	24,365	(2,438
(Decrease) increase in:			
Accounts payables and accrued liabilities	168,772	100,788	307,812
Accrued salaries	11,598	--	27,716
Due to stockholders	--	--	--

Net cash used in operating activities	(34,566)	(245,307)	(151,177
Cash flow from investing activities:			
Increase in notes receivable	(1,387)	15	(636
Reduction in notes receivable	--	--	--
Investment	--	--	--
Equipment	--	--	--
Equipment assembly costs	--	--	--
Organization cost	--	--	--
Reduction in security deposit	--	--	--
Net cash used in investing activities	(1,387)	15	180,557
Cash flow from financing activities:			
Loans from related parties	(74,897)	231,163	(31,139
Deferred financing costs	--	12,303	--
Proceeds from deposits	--	--	--
Payments on notes payable	--	--	--
Proceeds from convertible notes	--	--	--
Proceeds from notes payable	--	--	--
Payments on lease obligations	--	--	--
Proceeds from issuance of convertible subordinated debentures	--	--	--
Proceeds from loan payable	--	--	--
Payments on loan payable	--	--	(4,170
Proceeds from issuance of stock options	--	--	--
Proceeds from grants	75,350	--	187,122
Proceeds from issuance of common stock	4,283	--	--
Proceeds from additional paid-in capital	31,217	--	--
Net cash provided by financing activities	35,953	243,466	151,813
Net (decrease) increase in cash and cash equivalents	--	(1,826)	$ --
Cash and cash equivalents - beginning of period	--	483	
Cash and cash equivalents - end of period	$ --	$ (1,343)	$ --

3

THE TIREX CORPORATION
A DEVELOPMENT STAGE COMPANY

CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited)	(Unaudited)
Three months	Nine months

	ended March 31		ended March 31		M
	2003	2002	2003	2002	
Supplemental Disclosure of Cash Flow Information:					
Interest paid	$ --	$ 7,191	$ 21,024	$ 40,504	
Income taxes paid	$ --	$ --	$ --	$ --	

Supplemental Disclosure of Non-Cash Activities:

During the year ended June 30, 2002, the Company recorded an increase in common stock and in additional paid-in capital of $1,673,518 which was in recognition of the payment of debt. During the six month period ended December 31, 2002, the Company did not issue common stock in recognition of the payment of debt. During the year ended June 30, 2002, stock was issued in exchange for services performed and expenses in the amount of $333,325. During the six month period ended December 31, 2002, the Company did not issue common stock in exchange for services performed and expenses. No stock options were issued for services performed and expenses during the year ended June 30, 2002. No stock options were issued for services performed and expenses during the six month period ended December 31, 2002.

For the year ended June 30, 2002, there were no convertible debentures or accrued interest converted into common stock. Also, for the six month period ended December 31, 2002, there were no convertible debentures or accrued interest converted into common stock.

4

THE TIREX CORPORATION
A DEVELOPMENT STAGE COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2003
(UNAUDITED)

Note 1 SUMMARY OF ACCOUNTING POLICIES

CHANGE OF NAME

On July 11, 1997, the Company changed its name from Tirex America, Inc. to The Tirex Corporation.

NATURE OF BUSINESS

The Tirex Corporation and Subsidiaries (the "Company") was incorporated under the laws of the State of Delaware on August 19, 1987. The Company was originally organized to provide comprehensive health care services, but due to its inability to raise sufficient capital, was unable to implement its business plan. The Company became inactive in November 1990.

REORGANIZATION

On March 26, 1993, the Company entered into an acquisition agreement (the "Acquisition Agreement") with Louis V. Muro, currently an officer and a director of the Company, and former Officers and Directors of the Company (collectively the "Seller"), for the purchase of certain technology owned and developed by the Seller (the "Technology") to be used to design, develop and construct a prototype machine and thereafter a production quality machine for the cryogenic disintegration of used tires. The Technology was developed by the Seller prior to their affiliation or association with the Company.

DEVELOPMENTAL STAGE

At March 31, 2003, the Company is still in the development stage. The operations has consisted mainly of raising capital, obtaining financing, developing equipment, obtaining customers and supplies, installing and testing equipment and administrative activities. Since the signing of the License Agreement with Simpro, the Company has evolved into being a marketing and sales company

BASIS OF CONSOLIDATION

The consolidated financial statements include the consolidated accounts of The Tirex Corporation, Tirex Canada R&D Inc., The Tirex Corporation Canada Inc., Tirex Advanced Products Quebec Inc. and Tirex Acquisition Corp. Tirex Canada R&D Inc. is held 51% by certain shareholders of the Company. The shares owned by the certain shareholders are held in escrow by the Company's attorney and are restricted from transfer thereby allowing for a full consolidation of this Company. The Tirex Corporation Canada Inc., Tirex Advanced Products Quebec Inc. and Tirex Acquisition Corp. are 100% held by the Company. All subsidiary companies except Tirex Canada R&D Inc. are dormant. All inter-company transactions and accounts have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, all highly liquid debt instruments purchased with a maturity of three months or less, were deemed to be cash equivalents.

INVENTORY

The Company values inventory, which consists of finished goods and equipment held for resale, at the lower of cost (first-in, first-out method) or market.

5

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost less accumulated depreciation and provisions for write-downs. Depreciation is computed using the straight-line method over the estimated useful lives of five years.

Repairs and maintenance costs are expensed as incurred while additions and betterments are capitalized. The cost and related accumulated depreciation of assets sold or retired are eliminated from the accounts and any gains or losses are reflected in earnings.

INVESTMENT

An investment made by the Company, in which the Company owns less than a 20% interest, is stated at cost value. The cost value approximates the fair market value of the investment.

ESTIMATES

Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

ADOPTION OF STATEMENT OF ACCOUNTING STANDARD NO. 123

In 1997, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123, Accounting for Stock-Based Compensation. SFAS 123 encourages, but does not require, companies to record stock-based Compensation and other costs paid by the issuance of stock at fair value. The Company has chosen to account for stock-based compensation, stock issued for non-employee services and stock issued to obtain assets or in exchange for liabilities using the fair value method prescribed in SFAS 123. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of the grant over the amount an employee must pay to acquire the stock.

ADOPTION OF STATEMENT OF ACCOUNTING STANDARD NO. 128

In 1997, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 128, Earnings per Share. SFAS 128 changes the standards for computing and presenting earnings per share (EPS) and supersedes Accounting Principles Board Opinion No. 15, Earnings per Share. SFAS 128 replaces the presentation of Primary EPS with a presentation of Basic EPS and replaces the presentation of Fully Diluted EPS with a presentation of Diluted EPS. It also requires dual presentation of Basic and Diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the Basic EPS computation to the numerator and denominator of the Diluted EPS computation. SFAS 128 is effective for financial statements issued for periods ending after December 15, 1997, including interim periods. SFAS 128 also requires restatement of all prior-period EPS data presented.

As it relates to the Company, the principal differences between the provisions of SFAS 128 and previous authoritative pronouncements are the exclusion of common stock equivalents in the determination of Basic Earnings Per Share and the market price at which common stock equivalents are calculated in the Determination of Diluted Earnings Per Share.

A Basic Earnings per Share is computed using the weighted average number of shares of common stock outstanding for the period. Diluted Earnings per Share is computed using the weighted average number of shares of common stock and dilutive common equivalent shares related to stock options and warrants outstanding during the period.

The adoption of SFAS 128 had no effect on previously reported loss per share amounts for the year ended June 30, 1997. For the years ended June 30, 2002 and June 30, 2001, Primary Loss per Share was the same as Basic Loss per Share and Fully Diluted Loss per Share was the same as Diluted Loss per Share. A net loss

was reported in 2002 and 2001, and accordingly, in those years, the denominator for the Basic EPS calculation was equal to the weighted average of outstanding shares with no consideration for outstanding options and warrants to purchase shares of the Company's common stock because to do so would have been anti-dilutive.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of the Company's financial instruments, which principally include cash, note receivable, accounts payable and accrued expenses, approximates fair value due to the relatively short maturity of such instruments.

The fair values of the Company's debt instruments are based on the amount of future cash flows associated with each instrument discounted using the Company's borrowing rate. At March 31, 2003 and June 30, 2002, respectively, the carrying value of all financial instruments was not materially different from fair value.

INCOME TAXES

The Company has net operating loss carryovers of approximately $28.0 million as of March 31, 2003, expiring in the years 2004 through 2018. However, based upon present Internal Revenue Service regulations governing the utilization of net operating loss carryovers where the corporation has issued substantial additional stock and there has been a change in control as defined by the Internal Revenue Service regulations, a substantial portion of this loss carryover may not be available to the Company.

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 109, Accounting for Income Taxes, effective July 1993. SFAS No. 109 requires the establishment of a deferred tax asset for all deductible temporary differences and operating loss carryforwards. Because of the uncertainties discussed in Note 2, however, any deferred tax asset established for utilization of the Company's tax loss carryforwards would correspondingly require a valuation allowance of the same amount pursuant to SFAS No. 109. Accordingly, no deferred tax asset is reflected in these financial statements.

The Company does not currently have research and experimental development tax credits receivable from the Canadian Federal government and the Quebec Provincial government at March 31, 2003 compared to $246,970 as of June 30, 2002. These are the result of tax credits for research and experimental development expenditures made by the Company which are not contingent upon any offset against any income taxes otherwise payable.

FOREIGN CURRENCY TRANSLATION

Assets and liabilities of non-U.S. subsidiaries that operate in a local currency environment are translated to U.S. dollars at exchange rates in effect at the balance sheet date for monetary items and historical rates of exchange for non-monetary items with the resulting translation adjustment recorded directly to a separate component of shareholders' equity. Income and expense accounts are translated at average exchange rates during the year. Currency transaction gains or losses are recognized in current operations.

REVENUE RECOGNITION

Revenue from the sale of TCS Systems will be recognized when the installed product is accepted by the Customer. All other revenue from other products will be recognized when shipped to the customer.

Note 2   GOING CONCERN

As shown in the accompanying financial statements, the Company incurred a net loss of $3,767,344 during the year ended June 30, 2002 and an additional net loss for the nine month period ended March 31, 2003 in the amount of $1,159,645.

In March 1993, the Company had begun its developmental stage with a new business plan. As of March 2000, the Company had developed a production quality prototype of its patented system for the disintegration of scrap tires, but nonetheless

continued its research and development efforts to improve the machine's performance and to permit greater flexibility in design for specific customer applications. Due to the Company's lack of working capital during the six month period ended June 30, 2002, all rubber crumb production has ceased and research and development efforts have been hampered. Pending receipt of funding from operations, government assistance, loans or equity financing, crumb rubber production and previous research and development efforts will not be resumed. While the Company has engaged the process of marketing the TCS System to numerous potential clients since the beginning of the fiscal year commencing July 1, 2000, as of March 31, 2003, the Company had not yet consummated an unconditional purchase order for a TCS System.

The Company is dependent on the success of its marketing of its TCS Plants, and/or raising funds through equity sales, bank or investor loans, governmental grants or a combination of these, to continue as a going concern. The Company's uncertainty as to its ability to generate revenue and its ability to raise sufficient capital, raise substantial doubt about the entity's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 3   FINANCING COST

During the year ended June 30, 2001, the Company incurred costs of $180,557 in connection with debt financing. These costs have been capitalized in other assets and are being amortized over the terms of the financing. Amortization of financing costs for the years ended June 30, 2002 and June 30, 2001 was $100,614 and $79,943, respectively, reducing this account balance to zero.

Note 4   PROPERTY AND EQUIPMENT, SALVAGE VALUE

As at December 31, 2002, Management vacated its former premises where theTCS-1 Production Model had been constructed. All of the production equipment was either returned to lessors, abandoned or stored. Management has decided to suspend indefinitely its efforts to re-acquire these components of the Air Plant which had been shipped to the United States. Without these components, the TCS-1 First Production Model cannot be used. Bearing in mind that management could not predict when, if ever, the First Production Model would be put back into service, Management decided to further write down, as of September 30, 2002, those assets owned by the Company to net realizable salvage value which Management believes to be approximately $50,000. As at June 30, 2002, these assets were being carried at a net value of $580,651. The write-down thus amounted to $530,651.

Depreciation and amortization expense charged to operations for the year ended June 30, 2002 was $53,184. Depreciation and amortization expense charged to operations for the nine month period ended March 31, 2003 was $5,914.

Note 5   GOVERNMENT LOANS

Canada Economic Development

Loan payable under the Industrial Recovery Program for Southwest Montreal amounting to 20% of certain eligible costs incurred (maximum loan $333,300) repayable over four years commencing March 31, 1999 and ending March 31, 2002, unsecured and non-interest bearing. (If the Company defaults, the loans become interest bearing).

Loans payable under the Program for the Development of Quebec SMEs based on 50% of approved eligible costs for the preparation of market development studies in certain regions. Loans are unsecured and non-interest bearing. (If the Company defaults, the loans become interest bearing).

Loan repayable over five years commencing June 30, 2000 and ending June 30, 2004	$ 39,122
Loan repayable over five years commencing June 30, 2001 and ending June 30, 2005	40,814
Loan repayable in amounts equal to 1% of annual sales in Spain and / or Portugal throughout June 30, 2007, to a maximum of the balance of the loan outstanding. If no sales occur on or before this date in Spain and Portugal, the loan will become non-repayable	14,000
Loan repayable in amounts equal to 11/2% of annual sales in Spain and / or Portugal through June 30, 2004 to a maximum of the balance of the loan outstanding. If no sales occur before this date in Spain and Portugal, the loan will become non-repayable	66,500
	160,436
Less: Current portion	29,278
Long-term portion	$ 131,158

Principal repayments are as follows:

June 30	Amount
2003	$ 29,278
2004	96,578
2005	20,580
2006	--
2007	14,000
	$ 160,436

During the year ended June 30, 2002, the Company was declared in default, with respect to the loan under the Industrial Recovery Program for Southwest Montreal, as a result of a late installment repayment and as such was obligated to repay the entire remaining balance due on the loan at an earlier date than the March 31, 2002 maturity date.

Note 6 CAPITAL LEASE OBLIGATIONS

The Company leases certain manufacturing equipment under agreements classified as capital leases. The cost and the accumulated amortization for such equipment as of June 30, 2002 was $62,400 and $37,440, respectively. The value of such equipment as of March 31, 2003 is included in property and equipment salvage value on the balance sheet. The Company is in arrears on payment of these leases but default has not been declared. The leased equipment is not part of the Company's TCS System prototype.

9

The following is a schedule by years of future minimum lease payments under capital leases of equipment together with the obligations under capital leases (present value of future minimum rentals) as at March 31, 2003:

Years ended June 30	Amount
2003	$ 3,878
2004	15,514
Total minimum lease payments	19,392
Less: Amount representing interest	2,372
Total obligations under capital lease	17,020
Less: Current portion of obligations under capital leases	14,406
Long-term obligation portion of under capital leases, with interest rate of 10%	2,614

Note 7 CONVERTIBLE SUBORDINATED DEBENTURES

The Company issued Type B Convertible Subordinated Debentures between December 1997 and February 1998. These debentures bore interest at 10% and were convertible into common shares of the Company at $0.20 per share. The conversion privilege on the remaining $55,000 of these debentures expired and the amount is now included on the Balance Sheet in Long term deposits and notes.

Note 8 CONVERTIBLE NOTES

The Convertible Notes appearing on the balance sheet consisted of an investment arrangement with a group of institutional investors involving a multi-stage financing under which the Company had access to, at its option, up to $5,000,000. A first tranche of $750,000 was completed but no further draw downs were made. The original terms of the convertible note were:

Balance at June 30, 2001	$ 750,000
Interest rate	8%, payable quarterly, commencing June 30, 2001
Issue date	February 26, 2001

Maturity date	February 26, 2003
Redemption rights	If not converted, the holder may require the Company to redeem at any time after maturity for the principal amount pus interest.
Conversion ratio	Lower of (i) - 80% of the average of the three lowest closing bid prices for the thirty trading days prior to the issue date, which equals $.073, or (ii) - 80% of the average of the three lowest closing bid prices for the sixty trading days prior to the conversion date.
Common stock warrants	The Convertible Notes carried an option to purchase Common stock warrants at the rate of one Warrant for each $1.25 of purchase price. The exercise price on the first tranche of $ 750,000 is $ .077 per share.

Certain Directors and Officers of the Company pledged approximately 12,000,000 of their personal shares of Common Stock of the Company as security for the Convertible Notes until such time as the Company files with the Securities and Exchange Commission a Registration Statement on Form SB-2, to register common

stock and warrants issuable upon the conversion of the notes, no later than 150 days after the issue date of the Convertible Notes. This deadline was not met and, as such, the investors served a notice of default to the Company on July 19, 2001. The Registration Statement has been withdrawn.

On April 24, 2002 the Company entered into a Settlement Agreement with the Note holders. In the event of a default under the Settlement Agreement, the term of the Convertible Notes would become effective once again. The conclusion of the Settlement Agreement has negated the default. The main terms of the Settlement Agreement are as follows:

Amount due including interest calculated to June 30, 2002 and penalties to date, and deducting proceeds from the sale of collateral shares in the amount of $16,260	$932,240
Interest rate on the debt	8%
Repayment terms	$1,000 on May 15, 2002 $1,000 on June 15, 2002 $38,843.33 each month for up to twen months starting August 1, 2002
Warrants for purchase of common shares	500,000 three-year warrants exercise immediately at a price of $0.01 per 500,000 two-year warrants exerciseab from the date of the Settlement Agre price of $0.05 per share. 500,000 one-year warrants exerciseab

	from the date of the Settlement Agre price of $0.10 per share.
Right to sell collateral shares and Rule 144 shares	The Investors have the right to sell collateral shares and / or Rule 144 month, with proceeds to be first app interest and fees and thereafter aga
Right of prepayment	The Company has the right to pay amo excess of the prescribed monthly amo penalty.
Collateral shares	As of the date of signing of the Set Agreement, the Investors had 10,790, Shares in their possession.

During the year ended June 30, 2002, the Company authorized the investors to sell 1,800,000 of the shares held as security. As of May 12, 2003, the investors had 8,344,811 shares in their possession.

11

Note 9 CONVERTIBLE NOTE

A convertible note, under a private arrangement, consists of the following:

Balance at March 31, 2003 and June 30, 2002	$ 185,556
Interest rate	8%
Issue date	July 19th, 2000
Maturity date	January 19th, 2002
Redemption rights	If not converted, the holder may require the Company to redeem at any time after maturity for the principal amount plus interest.
Conversion ratio	Not convertible prior to July 19th, 2001, at 20% discount to market between July 19th, 2001 and January 19th, 2002 or at 25% to market if held to maturity, to a maximum of not more than 2,500,000 shares.

Note 10 RELATED PARTY TRANSACTIONS

Convertible loans include amounts primarily due to Directors, Officers and employees. Historically, such amounts due have been repaid through the issuance of stock. At March 31, 2003 and June 30, 2002, the balances owing to Directors and Officers was $509,310 and $796,429, respectively. These amounts are without interest or terms of repayment.

Long-term deposits and notes included an amount of $118,500 at March 31, 2003, which is payable to Ocean Tire Recycling & Processing Co., Inc., a company owned by a Director of the Company.

Subsequent to June 30, 2000, the Company modified an agreement with Ocean Tire Recycling & Processing Co., Inc. to clarify various terms of the parties' prior agreements and to obtain a commitment by Ocean Tire Recycling & Processing Co., Inc. to pay, when necessary, lease payments on the prototype TCS System. As part of the agreement, the Company will repay Ocean Tire Recycling & Processing Co., Inc. in cash or through the issuance of stock. The lease payments, under the accounting provisions for an operating lease, have been recorded as a Research and Development expense and the debt obligation included in loans from related parties. During the year ended June 30, 2001, 6,500,000 common shares were issued under the agreement as a partial Settlement. During the year period ended June 30, 2002, an additional 4,553,102 common shares were issued under the agreement to a designated person assigned by Ocean Tire Recycling & Processing Co., Inc.

Note 11 EXCHANGE OF DEBT FOR COMMON STOCK

During the year ended June 30, 2002, the Company recorded increases in common stock and paid-in capital of $1,673,518, reflecting the exchange of common stock for debts owed. During the nine month period ended March 31, 2003, the Company recorded increases in common stock and paid-in capital of $628,458.

Note 12 COMMON STOCK

During the year ended June 30, 2002, the Company issued common stock in exchange for services performed totalling $333,325. Included in this amount are payments to Officers of the Company in exchange for salary and expenses in the amount of $57,796. During the nine month period ended March 31, 2003, the Company issued common stock in exchange for services performed totaling $43,250. This amount did not include any payments to Officers of the Company in exchange for salary and expenses. The dollar amounts assigned to such transactions have been recorded at the fair value of the services received.

On January 31, 2001, the Company's stockholders approved an amendment to the Articles of Incorporation of the Company to increase the number of authorized shares of common stock, par value $0.001, from 165,000,000 shares to 250,000,000 shares.

As at March 31, 2003, the Company had 249,895,892 Common shares issued and outstanding.

Note 13 STOCK PLAN

The Company established a Stock Plan in June of 2000 whereby key personnel of the Company, consultants and other persons who have made substantial contributions to the Company may be issued shares as compensation and incentives through Awards, Options or Grants under the terms set forth in the Stock Plan. The Stock Plan originally called for the issuance of a maximum of 7,000,000 shares of stock as Awards, the issuance of a maximum of 7,000,000 shares of stock to underlie Options and the issuance of a maximum of 7,000,000 shares of stock that may be issued as Grants. Awards and Options can only be given to individuals who have been either in the employ of the Company, an Officer, Director or consultant for the preceding six months. Awards are not fully vested until the end of three years with one-twelfth of the aggregate award vesting at the end of each quarter. If the Awardee is terminated for cause or resigns, the unvested portion of the award is forfeited. Options can be exercised at any time and upon exercise, the underlying stock is fully vested with the purchaser. The Options are not transferable and are exercisable for two years after which time they expire. If the Optionee is terminated for cause or resigns, all unexercised options are forfeited. A Grant can only be given to persons who have made a substantial contribution to the Company and the shares are not forfeitable. On January 31, 2001, the Company amended the Stock Plan providing for an additional 3,000,000 shares being allocated as Grants and an additional 2,000,000 shares allocated to be given as Options. On May 30, 2001, the Stock Plan was further amended reallocating the 7,000,000 shares to be given as Awards to allow 5,000,000 of the shares to be used for Options and 2,000,000 of the shares to be used as Grants. There were no stock issuances under the Stock Plan for the year ended June 30, 2000.

During the year ended June 30, 2001, the Company issued 9,300,000 shares as Grants under the Stock Plan at an average stock price of $.093 for an aggregate consideration of $867,374. During the year ended June 30, 2002, the Company issued 750,000 shares as Grants under the Stock Plan at an average stock price of $.016 for an aggregate consideration of $12,031.

During the year ended June 30, 2001, the Company had the following transactions as Options under the Stock Plan:

	Number of Shares	Avg. exercise price	Aggregate consideration
Granted and unexercised at beginning of year	Nil	--	--
Granted and exercised during the year	9,698,228	$ 0.131	$ 1,273,334
Granted and unexercised at end of year	Nil	--	--

The exercise price at the time the Options were granted and exercised was approximately equal to the market price at that time.

There were no Options granted or exercised during the year ended June 30, 2002. There were no Options granted or exercised during the nine month period ended March 31, 2003.

Note 14 ACQUISITION BY MERGER OF RPM INCORPORATED

During November 1997, the Company entered into a merger agreement with RPM Incorporated ("RPM"). The Company acquired all of the assets and liabilities of RPM by acquiring all of the outstanding common stock of RPM in exchange for common stock in the Company on a unit for unit basis. RPM ceased to exist following the exchange.

13

The assets and liabilities acquired by the Company from RPM consisted of the proceeds from the sale of debentures of $535,000. The financing fees on the issuance of the debentures, totaling $61,755, were included as an expense in the statement of operations for the year ended June 30, 1998. A total of 535,000 shares were issued as a result of the merger valued at $16,050. A total of $16,050 was received for this stock.

The Company entered into an additional agreement with the former shareholders of RPM for consulting services for a period of 5 years expiring in June 2002.

Pursuant to this consulting agreement, 3,000,000 shares of common stock were issued valued at $240,000. Other than the consulting agreement and the issuance of the debentures, RPM was inactive.

For accounting purposes, the Company recorded the merger as a purchase and not as a pooling of interests.

Note 15 GOVERNMENT ASSISTANCE

The Company is eligible for and has made claims for tax credits related to scientific research and experimental development expenditures made in Canada. These amounts, under Canadian Federal and Provincial tax law in conjunction with its annual tax return filings, need not be offset against taxes otherwise payable to become refundable to the Company at the end of its fiscal year. As such, during the year ended June 30, 2002, the Company received approximately $569,111 which has been recorded as an increase in additional paid-in capital. Also, during the nine month period ended March 31, 2003, the Company received approximately $187,122 which has also been recorded as an increase in additional equity paid-in capital. During the nine month period ended March 31, 2003, the Company did not record any additional tax credits, bringing the reported receivable balance from these governments from $246,970 as of June 30, 2002 to zero as of March 31, 2003.

Note 16 COMMITMENTS

The Company does not currently have any minimum future rental payments under leases.

Rental expense for the year ended June 30, 2002 amounted to $205,141. Rent expense for the nine month period ended March 31, 2003 amounted to $113,708.

At December 31, 2002, the Company was in arrears of rent, including interest and related charges, in the approximate amount of Cdn$876,269. The Company has come to a settlement with the landlord which has the debt converted to US$560,000, and will not bear interest providing that the Company directs partial payment of the proceeds otherwise due to it to be paid directly to the landlord, such amount being US$140,000 in respect of each of the Company first four TCS System sales.

Note 17 LITIGATION

An action was instituted by Plaintiffs, a Canadian resident and a Canadian corporation, in a Canadian court alleging a breach of contract and claims damages of approximately $508,600 representing expenses and an additional approximate amount of $1,874,000 in loss of profits. The current action follows two similar actions taken in United States courts, the first of which was withdrawn and the second of which was dismissed based on forum non convenience and other considerations. A detailed answer has been filed by the Company denying all liability, stating further that Plaintiffs failed to comply with their obligations. Counsel for the Company believes that the Company has meritorious defenses to all of the Plaintiff's claims. The action is still pending.

An action was brought by a Plaintiff against the Company, alleging that the Company had agreed to issue 1,000,000 shares of its Common stock to the Plaintiff in consideration for expenses allegedly paid by the Plaintiff in the amount of approximately $150,000. These expenses allegedly were incurred in relation to the rental of certain office space and performance of administrative services. The Plaintiff's complaint seeks to impose an equitable trust or lien on 1,000,000 of unissued shares of the Company, demands the issuance of 1,000,000 shares to the Plaintiff and seeks for breach of contract, monetary

damages of $1,400,000. Counsel for the Company denied all of the Plaintiff's allegations and on July 24, 2002, a court dismissed the complaint for "Lack of Prosecution". The Plaintiff has appealed.

An action was instituted by a Plaintiff, a Canadian corporation, in August 2001 in a Canadian court claiming approximately $63,000 is due and owing for the manufacture and delivery of tire disintegrators. The Company is preparing its defense and a cross claim against the Plaintiff as the product delivered was defective and the Company believes it is entitled to a reimbursement of sums paid. The action is still pending.

An action was instituted by a Plaintiff, the Company's landlord, against the Company in June 2001 for arrears of rent in the amount of approximately $113,900. The Company was evicted from its facility in December 2002 but is still in negotiation with its landlord with respect to the amounts owing under the action. As at December 31, 2002, the Company was in arrears of rent and property taxes to its previous landlord in the then currency converted amount of approximately US$560,000. This US dollar amount became the object of a settlement with the landlord and will not bear interest providing the Company directs that US$140,000 be paid directly to the landlord out of each of the first four TCS System sales.

Note 18 ACCUMULATED OTHER COMPREHENSIVE INCOME

The deficit accumulated during the development stage included accumulated comprehensive other income totaling $103,396.

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

The following is management's discussion and analysis of significant factors which have affected the Company's financial position and operations during the three month period ended March 31, 2003. This discussion also includes events which occurred subsequent to the end of the last quarter and contains both historical and forward-looking statements. When used in this discussion, the words "expect(s)", "feel(s)","believe(s)", "will", "may", "anticipate(s)" "intend(s)" and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those projected.

As reported in the Company's Annual Report for the year ended June 30, 2002, recently filed on Form 10-KSB, the Company's TCS Tire Recycling System has been ready for market since March of 2000, although further refinements were made to the technology during the remainder of Fiscal 2001 and throughout Calendar 2002. Throughout that period the availability of funds necessary to permit developmental stage companies, such as ours, to make the transition to the commercial stage has been very restricted. The Company was late in filing its September Form 10-QSB on a timely basis, which resulted in our stock being deleted from the Bulletin Board and at the present time our common stock is quoted on OTC-pink sheets which does not show "Bid" and "Ask" prices. The Company has recently taken steps to attempt to rectify this situation and hopes to be re-listed on the OTC Bulletin Board in the near future.

Throughout the first quarter of Calendar 2003, our Company has been working with potential customers in Puerto Rico and in Canada in an attempt to assist them to close their respective project financings. The Puerto Rican Project's promoters still have not been able to raise enough equity capital to satisfy their lending institutions. The Canadian project continues to move forward in terms of project location and financial backing. Our Company has evolved into primarily a marketing and sales company, after licensing Simpro S.p.A. of Turin, Italy as our worldwide exclusive manufacturer.

Our Licensee, Simpro S.p.A., notified us in April 2003 that it was proceeding with the fabrication and installation of a demonstration unit in Italy financed with public funding and in association with the Italian university community. We are hopeful that this will open a market in Europe for our technology.

With our suspension of rubber crumb production operations in January of 2002 and the concurrent cessation of R&D activity, we are devoting all of our efforts to conclude the sale of a TCS System and to the raising funds necessary to maintain operations until revenue from sales can be realized.

In February of 2001, we concluded a private financing with an Investor group managed by a New York-based company. Under the terms of the Agreement, we drew down $750,000 of the available $5,000,000 amount. The initial $750,000 was provided pursuant to a Convertible Note. We defaulted by not having an SB-2 Registration Statement declared effective within 150 days of the date of the Note. Following lengthy negotiations, we reached a Settlement Agreement with the Investors on April 26, 2002 under which the Company agreed to a revised repayment schedule and provided three series of warrants, 500,000 each, exercisable at different prices to the investors. The lack of financial resources prevented us from being able to honor the reimbursement schedule, and thus we are currently in default with respect the Settlement Agreement. On March 5, 2003, the Investors demanded the payments due on the two-year anniversary date of their investment. The total sum due, including interest, penalties and fees, was $1,408,648.53 as of that date. The Company is not in a position to pay any of this sum. The Investors also requested that shares of common stocks be issued to them pursuant to conversion rights relating to a portion of the debt. Our Company issued 4,000,000 shares to the Investors. In addition, the Investors continue to hold 8,344,811 collateral shares as of May 12, 2003. The Company continues to negotiate with the Investors in an attempt to establish conditions for a revised Settlement Agreement.

In connection with the original requirement of this financing, of our having an SB-2 Registration Statement declared effective within 150 days of the original, the Company has withdrawn its filing.

As reported in the quarterly report for the period ended December 31, 2002, the Company was granted research & development tax credits with respect to the fiscal year ended June 30, 2002. After deduction of payroll taxes in arrears and an overdue payment on a loan from a federal government agency, CEDQR, the remaining approximately Cdn$132,000 (about US$84,500 using the then prevailing exchange rates) was used to pay creditors. The tax credit from Quebec became Cdn$180,520 (approximately US$115,500). After deduction of payroll taxes which became due as a result of a payroll tax audit, the net amount of the tax credit was Cdn$119,936. In Quebec, there exists a tax on corporate capital. For us, the tax for Fiscal 2002 amounted to Cdn$25,499 (approximately US$16,300). After deducting the capital tax, the net amount due to us became Cdn$94,437 (approximately US$60,400). Rather than disburse these amounts, the Quebec government withheld them because of personal income taxes due from the Company's President. While we are continuing our efforts to secure the release of these funds there is little or no is no likelihood that a release of all or even part of these funds will occur.

Because of the lengthy delay preceding the commencement of commercial operations, particularly insofar as regards the sale and manufacturing of TCS Systems is concerned, we have had to, and in the foreseeable near future, will be forced to continue to cover a substantial part of our overhead costs from sources other than revenues from operations. For the first quarter of Fiscal 2003, our monthly expenses were approximately US$67,000 per month, although much of this does not represent current cash outflow. Cash amounts payable to third parties amounted to approximately US$27,000 including approximately US$16,000 for building rent. With the temporary relocation to the Ashbyrne office, monthly expenses were reduced by approximately US$12,800 per month and monthly cash liabilities were reduced to approximately US$14,000 per month including approximately US$6,000 per month in accumulating interest on the Convertible Notes. The Company has relocated to Montreal on a rent free, month to month basis for the next six months will remain insignificant with rent and local telephone service for that six-month period being provided free of charge.

Liquidity and Capital Resources

The activities of the Company, since its formation in 1987, and the inception of its current business in 1993 have been financed by sources other than operations. Such financing was principally provided by the sale of securities in private transactions and by additional capital investments by our directors, officers and employees. During the Fiscal year ended June 30, 2002, direct cash investments made by the directors, officers, shareholders and consultants amounted to $950,713.but no such investments have occurred since.

The Company has no working capital and is not paying any salaries or fees to its employees, offices or directors. It has only limited operations and no production or research activities.

As of March 31, 2003, the Company had total assets of $542,914 as compared to $2,727,001 at March 31, 2002 reflecting a decrease of $2,184,087, and a decrease of $760,041 versus total assets as of the last fiscal year end, June 30, 2002, which amounted to $1,302,955. Management attributes the decrease from March 31, 2002 to March 31, 2003 primarily to the following factors: (i) a decrease of $170,445 in Tax Credits Receivable from the balance as of March 31, 2002 in the amount of $170,445 to the March 31, 2003 balance of $0, and (ii) a decrease of

$4,999 in Inventory from the balance as of March 31, 2002 in the amount of $72,313 to the March 31, 2003 balance of $67,314, and (iii) a decrease of $36,318 in Prepaid Expenses and Deposits from the balance as of March 31, 2002 in the amount of $371,212 to the March 31, 2003 balance of $334,894, and (iv) a decrease of $2,045,657 in Property and Equipment from the balance as of March 31, 2002 in the amount of $2,095,657 to the March 31, 2003 balance of $50,000 attributable to the write-down of assets to salvage value, and (v) an increase of $39,876 in an Sales Tax Receivable from the zero balance as of March 31, 2002 to the March 31, 2003 balance of $39,876. Management attributes the decrease from June 30, 2002 to March 31, 2003 primarily to the following factors: (i) a decrease of $246,970 in Tax Credits Receivable from the balance as of June 30, 2002 in the amount of $246,970 to the March 31, 2003 balance of $0 and, (ii) a decrease of $533,771 in Property and Equipment from the balance as of June 30, 2002 in the amount of $583,771 to the March 31, 2003 balance of $50,000 attributable to the write-down of assets to salvage value.

As of March 31, 2003, the Company had total liabilities of $3,910,818 compared to $3,884,062 at March 31, 2002, reflecting an increase of $26,756, and reflecting an decrease of $138,322 versus total liabilities as of the last fiscal year end, June 30, 2002, which total amounted to $4,049,140. The increase in total liabilities from March 31, 2002 to March 31, 2003 is primarily attributable to an increase of $585,369 in Accounts Payable and Accrued Liabilities and by an increase in Convertible Notes in the amount of $182,240, offset by a decrease in Loans from Related Parties in the amount of $699,112. The decrease in total liabilities from June 30, 2002 to December 31, 2002 is primarily attributable to a decrease of $454,355 in Loans from Related Parties, offset by an increase of $353,876 in Accounts Payable and Accrued Liabilities.

Reflecting the foregoing, the financial statements indicate that as at March 31, 2003, the Company had a working capital deficit (current assets minus current liabilities) of $1,688,913 compared to a working capital deficit of $943,876 as at March 31, 2002, reflecting an increase of $745,037. The working capital deficit of $1,688,913 as at March 31, 2003 compares to a working capital deficit of $1,127,115 as at June 30, 2002, reflecting an increase of $561,798.

The financial statements which are included in this report reflect total operating and other expenses of $1,159,645 for the nine month period ended March 31, 2003 versus $1,282,572 for the comparative nine month period ended March 31, 2002, reflecting a decrease of $122,927. During this same period the Company incurred a charge of $530,651 resulting from the write down of Property and Equipment.

PART II: OTHER INFORMATION

Item 1:

Item 1 - Legal Proceedings

We are presently a party in the following legal proceedings, the status of which has not changed since the Company filed its Quarterly Report on Form 10-QSB for the second quarter of Fiscal 2003.

IM(2) Merchandising and Manufacturing, Inc and David B. Sinclair v. The Tirex Corporation, Tirex Corporation Canada, Inc., et al.

The Plaintiffs, a Canadian resident and a Canadian corporation sued in the Delaware, U.S. Federal District Court claiming fraud, breach of contract, unjust enrichment and other allegations, that the alleged Defendants, which include Tirex Corporation Canada and The Tirex Corporation, jointly conspired to profit from their failure to comply with terms of a manufacturing agreement. The monetary demand of this complaint was unspecified. We were prepared to move to dismiss Plaintiffs' Complaint, but after consultations with the Plaintiffs' Attorneys, the Plaintiffs' withdrew this complaint voluntarily. Plaintiffs later filed a second action in the Chancery Court of Delaware alleging certain of the same allegations; fraud, breach of contract, unjust enrichment, breach of fiduciary duty and misrepresentation, but eliminated other counts including the securities fraud allegations. The Defendants in the State Court action are the same named in the Federal Court action, and again the monetary damages are unspecified. We moved to dismiss the State Court Chancery case alleging defective service of process and asserting that the Court had no jurisdiction over the Defendants in Delaware and for removal of the case to Canada based on forum non-convenience and other considerations. Our motion was granted and the case dismissed.

Subsequently, on or about April 25, 2001, the Plaintiffs instituted a lawsuit in Superior Court, judicial district of Montreal alleging breach of contract and claims damages of Canadian$794,690 (approximately US$508,600) representing expenses and an additional Canadian$5,411,158 (approximately US$1,874,000) in loss of profits. We have filed a detailed answer denying all liability, stating further that Plaintiffs failed to comply with their obligations. We believe we have meritorious defenses to all of the Plaintiffs' claims. The action is still pending.

Surgent v. The Tirex Corporation

An action was brought by the Plaintiff against us, alleging that we had agreed to issue 1,000,000 shares of our Common Stock to the Plaintiff in consideration for expenses allegedly paid by the Plaintiff on our behalf in the amount of approximately $150,000. These expenses allegedly were incurred in relation to the rental of certain office space and performance of administrative services. The Plaintiff's complaint sought to impose an equitable trust or lien on 1,000,000 of our un-issued common shares, demanded the issuance of the 1,000,000 shares and alleged breach of contract and claimed damages of $1,400,000.

We moved to dismiss the case on various procedural grounds and in September 2000 the Court granted our motion based upon the lack of venue in Union County, New Jersey. A new action was instituted by Plaintiff in the Superior Court of New Jersey, Bergen County, in April 2001 alleging similar claims as set forth in the previous action (Docket L-08060-00). We denied all of plaintiff's allegations. This action was dismissed with prejudice and the Plaintiff has filed a notice of appeal, which is now awaiting a Court hearing. Our counsel has advised us that in its opinion, the Company will prevail on appeal.

Lefebvre Freres Limited v. The Tirex Corporation

Lefebvre Freres Limited instituted an action against us on August 13, 2001 in the Superior Court, judicial district of Montreal claiming Canadian$98,513 (approximately US$63,000) is due and owing for the manufacture and delivery of car tire disintegrators. We are preparing a defense and cross claim against Plaintiff as the product delivered was defective and we believe we are entitled to a reimbursement of sums paid. The action is still pending.

Tri-Steel Industries Inc. v. The Tirex Corporation

Our former landlord Tri-Steel Industries Inc. instituted an action against us, and our subsidiaries Tirex Corporation Canada Inc. and Tirex Canada R & D Inc., on or about June 22, 2001 for arrears of rent in the amount of Canadian$230,050 (approximately US$147,232 using the then prevailing approximate exchange rate of $0.64). The premises were vacated by us as of November 2002. The former landlord has accepted that he would be repaid out of future cash flows and that the premises lease would be terminated effective December 31, 2002. As at December 31, 2002, the Company was in arrears of rent and property taxes to its previous landlord in the amount of Cdn$876,268.79 (approximately US$5690,000 at the then prevailing exchange rates). The Company came to an agreement with the landlord under which the debt would be fixed in US dollars at $560,000, thus cancelling exchange rate fluctuation risks, and that this amount would not be interest-bearing providing Tirex would direct the payment directly to the landlord of US$140,000 out of the Company's share of the proceeds on the first four sales of TCS Systems. Each $140,000 will be progressively paid out as a function of cash inflows from progress payments made by the customers.

No director, officer, or affiliate of the Company, or any associate of any of them, is a party to or has a material interest in any proceeding adverse to us.

20

Item 2 - Changes in Securities and Use of Proceeds

Share Issuance Continuity Schedule

Shares issued and outstanding as of June 30, 2002	224,757,559
Total Issuances in the Third Quarter of FY 2003	25,138,333
Total Outstanding as of March 31, 2003	249,895,892

Change in Third Quarter Issuance made in May 2003.

Shares issued to consultants in 3rd quarter cancelled	(4,000,000)
Shares re-issued to Investors to effect debt conversion	4,000,000
Shares outstanding as of May 12, 2003	249,895,892

Shares Issued by Reason for Issuance

Reason for Issuance (taking into account May 2003 adjustment)	Number of Share
Partial payment of legal fees	2,300,00
Partial payment of salaries and expenses to Directors, Officers and Employees	10,505,00
Consulting fees	3,550,00
Consideration to avoid pursuit of legal action	500,00
Investment	4,283,33
For debt conversion	4,000,00
TOTAL	25,138,33

Item 3 - Defaults Upon Senior Securities

During 1998, we issued an aggregate of $535,000 of two (2) year convertible, subordinated debentures bearing interest at the rate of 10%. Interest thereon was due and payable semi-annually commencing six months from the date of issuance. All debentures have either been converted or repaid, except for debentures in the principal amount of US$55,000, which remain outstanding and on which principal and interest, which has accrued since the issuance of the debentures, are now due. With respect to debentures converted subsequent to December 1999, interest was capitalized and converted to equity. Although the conversion option on the outstanding debentures has lapsed, we intend to extend the conversion dates of these debentures upon the request of the holders.

As indicated above, in February of 2001, we concluded a private financing with an investor group managed by a New York-based company. Under the terms of the Agreement, we had the contractual right to require the Investor to purchase up to US$5,000,000 of put notes and we drew down US$750,000, which was provided in the form of a Convertible Note. Under the terms of the Agreement, we were required to file and have declared effective a Registration Statement on Form SB-2 within 150 days of the Closing Date of the Agreement. As of June 25, 2001, we were in technical default for failing to have an effective Registration Statement on record with the Securities and Exchange Commission.

Following lengthy negotiations, we reached a Settlement Agreement with the investors on April 26, 2002 under which we agreed to a reimbursement schedule and provided three series of warrants, 500,000 each, exercisable at different prices to the investors. The lack of financial resources prevented us from being able to honor the reimbursement schedule, and thus we are currently in default with respect the Settlement Agreement.

On March 5, 2003, the Investors demanded payments due for each of the three investor funds involved in the initial transaction, these letters being dated February 25 and February 26, 2003, being the two-year anniversary date of their investment. The total sum due, including interest, penalties and fees, was $1,408,648.53. The Company is not in a position to pay any of this sum. The Investors requested the right to convert a portion of its debt. In May of 2003, following the cancellation of shares previously issued under consulting agreements to others 4,000,000 shares issued to the Investors for conversion. The Company continues to negotiate with the Investors to attempt to enter into a revised Settlement Agreement.

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

During the three-month period ended March 31, 2003, there were no submissions of matters to a vote of Security Holders.

Item 6 - Exhibits and Reports on Form 8-K

Exhibits

(a) Exhibits

99.1 Certification of Chief Executive Officer Pursuant to 18

U.S.C.ss.1350.
99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C.ss.1350.

(b) Reports on Form 8-K

During the three month period ended March 31, 2003, there were no Reports on Form 8-K filed by the Company.

22

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TIREX CORPORATION

Date: May 20, 2003

By /s/ JOHN L. THRESHIE, JR.
John L. Threshie, Jr. President

Date: May 20, 2003

By /s/ MICHAEL ASH
Michael Ash, Treasurer and
Chief Accounting and Financial Officer

23

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

I, John L. Threshie, Jr., President, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of The Tirex 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 quarterly 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 registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

/s/ JOHN L. THRESHIE, JR.

John L. Threshie, Jr.
President

24

CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

I, Michael Ash, Treasurer, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of The Tirex 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 quarterly 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 registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

/s/ MICHAEL ASH

Michael Ash
Treasurer and Chief Financial Officer