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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended: December 31, 2015

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: 000-54329

AVANT DIAGNOSTICS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**98-0583166**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
8561 East Anderson Drive, Suite 104 Scottsdale, AZ	**85225**
(Address of Principal Executive Offices)	(Zip Code)

(480) 478-6660
(Registrant's telephone number, including area code)

American Liberty Petroleum Corp.
(Former Name or Former Address, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☒

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

As of February 16, 2016, there were 97,527,243 shares of registrant's common stock outstanding.

AVANT DIAGNOSTICS, INC.
FORM 10-Q
FOR THE THREE MONTHS ENDED DECEMBER 31, 2015

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AVANT DIAGNOSTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2015	September 30, 2015
	(unaudited)	
ASSETS		
Current assets:		
Cash	$ 112,767	$ 43,635
Prepaid expenses	42	42
Total current assets	112,809	43,677
Other assets:		
Intellectual property	1,655,305	1,651,875
Website development cost	21,250	-
Patent costs, net	133,178	143,178
Total assets	$ 1,922,542	$ 1,838,730
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 200,200	$ 159,598
Accrued payroll & benefits	380,000	320,000
Due to related party	163,586	141,717
Total current liabilities	743,786	621,315
Stockholders' equity		
Preferred stock, $0.001 par value; 50,000,000 shares authorized		
Series B preferred stock, $0.001 par value; 3,000 shares authorized, -0- shares issued and outstanding as of December 31, 2015 and September 30, 2015	-	-
Common stock, $0.00001 par value; 450,000,000 shares authorized; 98,309,743 and 95,944,743 shares issued and 97,527,243 and 95,162,243 outstanding as of December 31, 2015 and September 30, 2015, respectively	983	959
Additional paid in capital	11,189,386	11,030,534
Accumulated deficit	(10,011,613)	(9,814,078)
Total stockholders' equity	1,178,756	1,217,415
Total liabilities and stockholders' equity	$ 1,922,542	$ 1,838,730

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

AVANT DIAGNOSTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended December 31,	
	2015	**2014**
OPERATING EXPENSES:		
Selling, general and administrative	$ 120,385	$ 166,000
Amortization expense	10,000	-
Professional fees	67,150	-
Loss from operations	197,535	166,000
NET LOSS	$ (197,535)	$ (166,000)
Net loss per common share, basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding, basic and diluted	96,319,248	73,414,238
Comprehensive loss:		
Net loss	$ (197,535)	$ (166,000)
Unrealized losses on available for sale securities	-	(600,000)
Comprehensive loss:	$ (197,535)	$ (766,000)

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

AVANT DIAGNOSTICS, INC,
CONDENSED CONSOLIDATED STATEMENT OF CHANGES STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED DECEMBER 31, 2015
(Unaudited)

	Preferred stock		Common stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, September 30, 2015	-	$ -	95,944,743	$ 959	$11,030,534	$ (9,814,078)	$1,217,415
Sale of common stock	-	-	2,240,000	23	111,977	-	112,000
Common stock issued for services	-	-	125,000	1	18,749	-	18,750
Stock based compensation	-	-	-	-	28,126	-	28,126
Net loss	-	-	-	-	-	(197,535)	(197,535)
Balance, December 31, 2015	-	$ -	98,309,743	$ 983	$11,189,386	$ (10,011,613)	$1,178,756

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

AVANT DIAGNOSTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the three months ended	
	December 31, 2015	December 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (197,535)	$ (166,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	10,000	-
Stock based compensation	46,876	2,000
Changes in operating assets and liabilities:		
Accounts payable	40,602	88,000
Accrued payroll and benefits	60,000	-
Due to related party	21,869	-
Net cash used in operating activities	(18,188)	(76,000)
CASH FLOWS FROM INVESTING ACTIVITIES:		
License costs	(24,680)	-
Net cash used in investing activities	(24,680)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock, net	112,000	340,000
Net cash provided by financing activities	112,000	340,000
Net increase in cash	69,132	264,000
Cash, beginning of period	43,635	6,000
Cash, end of period	$ 112,767	$ 270,000
Non-cash investing and financing activities:		
Settlement agreement with Arrayit	$ -	$ 78,000
Common stock for available-for-sale securities	$ -	$ 2,000,000
Common stock for license	$ -	$ 1,550,000
Unrealized loss on available-for-sale-securities	$ -	$ 600,000
Net liabilities assumed in connection with recapitalization	$ -	$ 70,000

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

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Avant Diagnostics, Inc. ("Avant", "we" or the "Company"), a Nevada corporation established in 2009, is a diagnostic company that focuses on the commercialization of a series of proprietary microarray-based diagnostic tests that provide early detection of cancers, neurodegenerative diseases, and other chronic and severe disease states. Avant was originally named Arrayit Diagnostics, Inc. which was formed as a majority owned subsidiary of Arrayit Corporation ("Arrayit") through a technology transfer in July 2009. In January 2013, the Company effected a name change to Avant Diagnostics, Inc.

The Company's premier product is OvaDxÒ, a noninvasive proteomics diagnostic screening test for the early detection of ovarian cancer. The Company believes this test will be approved by the U.S. Food and Drug Administration ("FDA") as the first pre-symptomatic screening test for ovarian cancer in the United States (although there can be no assurance that approval will be obtained), detecting all types and all stages of ovarian cancer with high sensitivity and specificity. The Company's primary activities since inception has been focused on preparing sample specimens in order for OvaDx to obtain FDA approval. The Company has not generated revenues since inception.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, they do not include all of the information and disclosures required by U.S. GAAP for annual financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the condensed consolidated financial position of the Company as of December 31, 2015 and the condensed consolidated results of its operations and cash flows for the three months ended December 31, 2015. The results of operations for the three months ended December 31, 2015 are not necessarily indicative of the operating results for the full year ending September 30, 2016, or any other period. These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related disclosures of the Company as of September 30, 2015 and for the year then ended, which were filed with the Securities and Exchange Commission ("SEC") on Form 10-K on January 13, 2016.

NOTE 2 – GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

Since inception, the Company has financed its operations primarily through equity financings and advances from related parties. As of December 31, 2015, the Company had an accumulated deficit of $10,011,613. During three months ended December 31, 2015, the Company incurred net losses of $197,535 and used cash in operating activities of $18,188. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

Subsequent to December 31, 2015, the Company continues to incur net losses from operating activities. During January 2016, the Company raised $112,500 from private placement offerings. See Note 8.

In January 2016, the Company signed a non-binding letter of intent to acquire the diagnostic business division of Amarantus Bioscience Holdings, Inc. The transaction is expected to be finalized in the second quarter of 2016 and is contingent on the completion of due diligence and other conditions. The acquisition will bring three new proprietary diagnostic and monitoring tools for oncologists and neurologists to the Company. These products are not in the market and have not been approved by the FDA, and there is no assurance the transaction will be completed.

The Company recognizes it will need to raise additional capital in order to fund operations, meet its payment obligations and execute its business plan. There is no assurance that additional financing will be available when needed or that management will be able to obtain financing on terms acceptable to the Company and whether the Company will generate revenues, become profitable and generate positive operating cash flow. If the Company is unable to raise sufficient additional funds on favorable terms, it will have to develop and implement a plan to further extend payables and to raise capital through the issuance of debt or equity on less favorable terms until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful. If the Company is unable to obtain financing on a timely basis, the Company could be forced to sell its assets, discontinue its operations and/or pursue other strategic avenues to commercialize its technology, and its intellectual property could be impaired.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting period. The Company's significant estimates include useful lives of long-lived assets, the valuation of equity instruments and the valuation allowance relating to stock based compensation and the Company's deferred tax assets. Actual results could differ from those estimates.

Net Loss per Share of Common Stock

The Company computes basic net loss per share by dividing net loss per share available to common stockholders by the weighted average number of common shares outstanding for the period, and excludes the effects of any potentially dilutive securities. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable. The computation of basic and diluted loss per share for the three months ended December 31, 2015 and 2014 excludes potentially dilutive securities when their inclusion would be anti-dilutive, or if their exercise prices were greater than the average market price of the common stock during the period. As of December 31, 2015, the Company had no options, warrants, preferred stock or other potentially dilutive securities outstanding.

Intangible Assets

The Company's intangible assets consist of intellectual property for the technology transfer agreement and licensing payments for use of various patent for its worldwide exclusive licensed rights to OvaDx, a diagnostic screening test for the early detection of ovarian cancer. As of December 31, 2015, the Company has not yet received FDA approval with respect to the clinical use of these intangible assets.

Intangible assets with finite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are not amortized, but are tested for impairment annually. The Company's intangible asset with a finite life is the patent cost, which are to be amortized over their economic or legal life, whichever is shorter. The estimated life is 15 years, amortized ratably. To date, these patent costs are due to legal, filing issuance and maintenance fees associated with the patents. The amortization expense is $10,000 for the three months ended December 31, 2015.

Impairment of Long-Lived Assets

The Company reviews the carrying value of intangibles and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets is measured by comparing the carrying amount of the asset or asset group to the undiscounted cash flows that the asset or asset group is expected to generate. If the undiscounted cash flows of such assets are less than the carrying amount, the impairment to be recognized is measured by the amount by which the carrying amount of the property, if any, exceeds its fair value. Management performed an evaluation of its intangible assets as of December 31, 2015 and no impairment was deemed to exist. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by the Company in the same expense classifications in the condensed consolidated statements of operations and comprehensive loss, as if such amounts were paid in cash.

NOTE 4 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company did not have any financial assets or liabilities which were required to be measured at fair value on a recurring basis as of December 31, 2015 and 2014.

NOTE 5 – STOCKHOLDERS' EQUITY

Common Stock

During the three months ended December 31, 2015, the Company sold 2,240,000 shares of our common stock to certain investors for net proceeds of $112,000.

During the three months ended December 31, 2015, the Company issued an aggregate of 125,000 restricted shares of common stock valued at $18,750 to a consulting firm to enhance the Company's website.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

Legal

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. There are no such matters that are deemed material to the condensed consolidated financial statements as of December 31, 2015, except as discussed below.

On January 13, 2014, Plaintiff Tamarin Lindenberg sued Arrayit, the Company, John Howell, Steven Scott and Gregg Linn in Civil Action No. L7698-13. Plaintiff alleged violations of the New Jersey Conscientious Employee Protection Act NJSA 34:19-1 to NJSA 34:19-8 ("CEPA"), breach of contract, breach of covenant of good faith and fair dealing, economic duress and intentional infliction of emotional distress. On August 6, 2014, the District Court dismissed Plaintiff's complaint against Arrayit for failure to state a claim upon which relief may be granted and against John Howell for lack of jurisdiction. The Company and its officers remain as defendants in the action. The Company and its officers have mounted a vigorous defense against these claims and believe they are without legal merit.

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company leases corporate office space under a month-to-month operating lease of $200 per month from an entity Controlled by the Company's Chief Executive Officer. For the three months ended December 31, 2015 and 2014, total rent expense was $600 and $600, respectively.

The Company had accrued expenses due to current and former officers, consisting mainly of salary. As of December 31, 2015 and September 30, 2015, accrued expenses due to officers were $163,587 and $141,717, respectively.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated subsequent events or transactions occurring through the date on which the financial statements were issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the condensed consolidated financial statements, except as disclosed.

On January 5, 2016, the Company issued a convertible note for $112,500 in exchange for an aggregate net cash proceeds of $100,000, net of financing costs. The Convertible Note has a stated interest rate of 10% per annum until paid in full and is convertible into shares of the Company's common stock at the option of the holder at a conversion price of $0.35 per share with certain anti-dilutive provisions.

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

Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Forward-looking statements made in this quarterly report on Form 10-Q includes statements about:

- our plans to identify and acquire products that we believe will be prospective for acquisition and development;
- concentration of our customer base and fulfillment of existing customer contracts;
- our ability to maintain pricing;
- the cyclical nature of the health care industry;
- deterioration of the credit markets;
- delays in obtaining required regulatory approvals;
- our ability to raise additional capital to fund future capital expenditures;
- increased vulnerability to adverse economic conditions due to indebtedness;
- competition within the health care industry;
- asset impairment and other charges;
- our limited operating history on which investors will evaluate our business and prospects;
- our identifying, making and integrating acquisitions;
- our ability to obtain raw materials and specialized equipment;
- technological developments or enhancements;
- loss of key executives;
- management control over stockholder voting;
- the ability to employ skilled and qualified workers;
- work stoppages and other labor matters;
- hazards inherent to the health care industry;
- inadequacy of insurance coverage for certain losses or liabilities;
- regulations affecting the health care industry;
- federal legislation and state legislative and regulatory initiatives relating to health care;
- costs and liabilities associated with environmental, health and safety laws, including any changes in the interpretation or enforcement thereof;
- future legislative and regulatory developments;
- our beliefs regarding the future of our competitors;
- our expectation that the demand for our products will eventually increase; and
- our expectation that we will be able to raise capital when we need it.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" set forth in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015, any of which may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and not in limitation:

- general economic and business conditions;
- substantial doubt about our ability to continue as a going concern;
- our needs to raise additional funds in the future which may not be available on acceptable terms or at all;
- our inability to successfully recruit and retain qualified personnel in order to continue our operations;
- our ability to successfully implement our business plan;
- if we are unable to successfully acquire, develop or commercialize new products;
- our expenditures not resulting in commercially successful products;
- third parties claiming that we may be infringing their proprietary rights that may prevent us from manufacturing and selling some of our products;
- the impact of extensive industry regulation, and how that will continue to have a significant impact on our business, especially our product development, manufacturing and distribution capabilities; and
- other factors discussed under the section entitled "Risk Factors" set forth in our Form 10-K for the year ended September 30, 2015 filed with the Securities and Exchange Commission.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. The following Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company should be read in conjunction with the Condensed Consolidated Financial Statements and notes related thereto included in this Quarterly Report on Form 10-Q. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time except as required by law. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions.

As used in this Quarterly Report on Form 10-Q and unless otherwise indicated, the terms "we", "us", "our", or the "Company" refer to Avant Diagnostics, Inc. Unless otherwise specified, all dollar amounts are expressed in United States dollars.

Overview

Since the end of the fiscal year ended September 30, 2015 and through the date of this report, we experienced the following corporate developments:

On January 5, 2016, Company entered into a securities purchase agreement with an investor pursuant to which the investor purchased a note with aggregate principal amount of $112,500 for an aggregate purchase price of $100,000. The Note bears interest at 10% per annum and matures ten (10) months from the date of issuance. The Note will be convertible at the option of the holder at any time into shares of common stock, at an initial conversion price equal to $0.35, subject to adjustment. In the event the Market Capitalization (as definted in the note) falls below $10,000,000 at any time, then in such event (a) the Initial Conversion Price (as defined in the note) for all conversions occurringafter the first date of such occurrence shall equal the lower of the Initial Conversion Price and the Market Price (as defined in the note) as of any applicable date of conversion, and (b) the true-up provisions shall apply to all conversions.

In January 2016, the Company signed a non-binding letter of intent to acquire the diagnostic business division of Amarantus Bioscience Holdings, Inc. The transaction is expected to be finalized in the second quarter of 2016 and is contingent on due diligence and other like items. The acquisition will bring three new proprietary diagnostic and monitoring tools for oncologists and neurologists to the Company. These products are not in the market and have not been approved by the FDA, and there is no assurance the transaction will be completed.

Results of Operations

<u>Comparison of the Three Months Ended December 31, 2015 to the Three Months Ended December 31, 2014</u>

Revenue

We have not earned any revenues since our inception and we do not anticipate earning revenues in the near future.

Operating Expenses

General and administrative expenses decreased by $24,365 from $166,000 to $141,635 for the three months ending December 31, 2015, as compared to the same period in 2014. The overall decrease is primarily the result of a reduction in accrued salary due to a former officer who retired effective January 31, 2015. Professional fee expenses increased by $67,150 from $0 to $67,150 for the same period, respectively which was primarily due to an increase in the utilization of outside consultants for accounting and legal services.

Liquidity and Capital Resources

Working Capital

The following table sets forth a summary of working capital as of:

	December 31, 2015	September 30, 2015
Current assets	$ 112,809	$ 43,677
Current liabilities	743,786	621,315
Working capital	$ (630,977)	$ (577,638)

Current assets increased by $69,132 from $43,677 to $112,809 for the three months ending December 31, 2015, as compared to the same period in 2014. The overall increase is primarily due to the issuance of common stock for cash during the month of December 31, 2015 for net proceeds of $112,000.

The decrease in working capital is due to an increase in accounts payable, accrued payroll & benefits which was primarily due to an increase in the utilization of outside consultants for accounting and legal services.

Cash Flows

The following table sets forth a summary of changes in cash flows for the three months ended December 31, 2015 and 2014:

	Three Months Ended December 31,	
	2015	2014
Net cash used in operating activities	$ (18,188)	$ (76,000)
Net cash used in investing activities	(24,680)	-
Net cash provided by financing activities	112,000	340,000
Change in cash	$ 69,132	$ 264,000

The decrease in cash used in operating activities was due to the higher net loss, which was offset by an increase in accrued expenses and accrued liabilities of $34,472 and non-cash expense for stock based compensation of $46,875for the three months ended December 31, 2015, as compared to the same period during the previous year. The decrease in net cash provided by financing activities for the three months ended December 31, 2015 is due to the net cash proceeds from the issuance of common stock of 112,000 at December 31, 2015 compared to $340,000 at December 31, 2014.

Going Concern

The unaudited condensed consolidated financial statements contained in this quarterly report have been prepared assuming that the Company will continue as a going concern. We have accumulated losses since inception through December 31, 2015 of $10,011,613. Presently, we do not have sufficient cash resources to meet our plans for the next twelve months. These factors raise substantial doubt about the Company's ability to continueas a going concern. The unaudited condensed consolidated financial statements do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. Our continuation as a going concern is dependent on our ability to obtain additional financing as may be required and ultimately to attain profitability.

The Company raised $112,500 from the sale of a convertible note on January 5, 2016.

In January 2016 the Company signed a non-binding letter of intent to acquire the diagnostic business division of Amarantus Bioscience Holdings, Inc. The transaction is expected to be finalized in the second quarter of 2016 and is contingent on due diligence and other like items. The merger will bring three new proprietary diagnostic and monitoring tools for oncologists and neurologists to the Company. These products are not in the market and have not been approved by the FDA, and there is no assurance the transaction will be completed.

We believe that we will require additional financing to carry out our intended objectives during the next twelve months. There can be no assurance, however, that such financing will be available or, if it is available, that we will be able to structure such financing on terms acceptable to us and that it will be sufficient to fund our cash requirements until we can reach a level of profitable operations and positive cash flows. If we are unable to obtain the financing necessary to support our operations, we may be unable to continue as a going concern. We currently have no firm commitments for any additional capital. Further, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our shares of common stock or the debt securities may cause us to be subject to restrictive covenants.

Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses or experience unexpected cash requirements that would force us to seek additional financing. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations.

Cash Requirements

Our plan of operation over the next 12 months is to:

- Finalize the acquisition of the diagnostic business division of Amarantus Bioscience Holdings, Inc.;
- Locate for acquisition or initiate the development of a Clinical Laboratory Improvement Amendments (CLIA) compliant laboratories which are qualified to perform high complexity testing;
- Initiate regulatory activities in Europe and the United States;
- Locate a suitable facility in the U.S. for tech transfer and manufacturing scale-up;
- Seek to acquire oncological or neurological diagnostic assets;
- Hire key personnel including, but not limited to, a Chief Medical Officer, Chief Science Officer and Chief Operating Officer;
- Collaborate with clinical centers and regulations to carry out clinical studies and clinical safety testing; and
- Initialize efforts to validate the manufacturing process (in certified labs).

Off-Balance Sheet Arrangements

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

Effects of Inflation

We do not believe that inflation has had a material impact on our business, revenues or operating results during the periods presented.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our management carried out an evaluation, with the participation of our Chief Executive Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) of the Exchange Act), as of the period covered by this report. Disclosure controls and procedures are defined as controls and other procedures that are designed to ensure that information required to be disclosed by us in reports filed with the SEC under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based upon their evaluation, our management (including our Chief Executive Officer) concluded that our disclosure controls and procedures were not effective as of December 31, 2015, based on the material weaknesses defined below:

(i) inadequate segregation of duties consistent with control objectives; and

(ii) ineffective controls over period end financial disclosure and reporting processes.

Management's Remediation Plan

We plan to take steps to enhance and improve the design of our internal control over financial reporting. During the period covered by this quarterly report on Form 10-Q, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we plan to implement the following changes in the future:

(i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and

(ii) adopt sufficient written policies and procedures for accounting and financial reporting.

The remediation efforts set out in (i) are largely dependent upon our company securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Management believes that despite our material weaknesses set forth above, our condensed consolidated financial statements for the quarter ended December 31, 2015 are fairly stated, in all material respects, in accordance with US GAAP.

Changes in Internal Control Over Financial Reporting

During the three months ended December 31, 2015, a consultant was retained to assist with the financial reporting and accounting for complex transactions. Other than as set forth in the preceding sentence, there have been no changes to our internal controls over financial reporting for the three months ended December 31, 2015.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are not currently a party to any material legal proceedings except as described below.

On January 13, 2014, Plaintiff Tamarin Lindenberg sued Arrayit Corporation, the Company, John Howell, Steven Scott and Gregg Linn in Civil Action No. L7698-13. Plaintiff alleged violations of the New Jersey Conscientious Employee Protection Act NJSA 34:19-1 to NJSA 34:19-8 ("CEPA"), breach of contract, breach of covenant of good faith and fair dealing, economic duress and intentional infliction of emotional distress. On August 6, 2014 the District Court dismissed Plaintiff's complaint against Arrayit Corporation for failure to state a claim upon which relief may be granted and against John Howell for lack of jurisdiction. The Company and its officers remain as defendants in the action. The Company and its officers have mounted a vigorous defense against these claims and believe they are without legal merit.

ITEM 1A. RISK FACTORS

As a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act), we are not required to provide the information called for by this Item 1A.

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

During the three months ended December 31, 2015, the Company sold 2,240,000 shares of our common stock to certain investors for net proceeds of $112,000.

During the three months ended December 31, 2015, the Company issued 125,000 restricted shares of common stock to a consulting firm to enhance the Company's website.

Unless otherwise set forth above, the securities described above were not registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(a)(2) under the Securities Act and Regulation D promulgated thereunder and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

No.	Description
31.1*	Certification Statement of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification Statement of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification Statement of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification Statement of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	Financial statements formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Loss, (iii) the Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements tagged as blocks of text.

* Filed herewith

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.

AVANT DIAGNOSTICS, INC.

Date: February 16, 2016

By: */s/ Gregg Linn*
Gregg Linn
President, Chief Executive Officer & Chief Financial Officer
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 31.1

AVANT DIAGNOSTICS, INC.
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregg Linn, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Avant Diagnostics, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

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

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2016

By: */s/ Gregg Linn*
Gregg Linn
President & Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

AVANT DIAGNOSTICS, INC.
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregg Linn, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Avant Diagnostics, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

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

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2016

By: */s/ Gregg Linn*
Gregg Linn
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

EXHIBIT 32.1

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

The undersigned, Greg Linn, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the quarterly report on Form 10-Q of Avant Diagnostics, Inc. for the period ended December 31, 2015 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Avant Diagnostics, Inc.

Date: February 16, 2016

By *_/s/ Gregg Linn_*
Gregg Linn
President & Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

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

The undersigned, Greg Linn, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the quarterly report on Form 10-Q of Avant Diagnostics, Inc. for the period ended December 31, 2015 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Avant Diagnostics, Inc.

Date: February 16, 2016

By */s/ Gregg Linn*
Gregg Linn
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)