

**PROMETIC LIFE SCIENCES INC.**



**ANNUAL INFORMATION FORM**

Year ended December 31, 2008

March 25, 2009

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## Forward-Looking Statements

This Annual Information Form contains forward-looking statements about ProMetic's objectives, strategies, financial condition, results of operations and businesses.

These statements are "forward-looking" because they are based on our current expectations about the markets we operate in and on various estimates and assumptions.

Actual events or results may differ materially from those anticipated in these forward-looking statements if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. Such risks and assumptions include, but are not limited to, ProMetic's ability to develop, manufacture, and successfully commercialize value-added pharmaceutical products, the availability of funds and resources to pursue R&D projects, the successful and timely completion of clinical studies, the ability of ProMetic to take advantage of business opportunities in the pharmaceutical industry, uncertainties related to the regulatory process and general changes in economic conditions. You will find a more detailed assessment of the risks that could cause actual events or results to materially differ from our current expectations in this Annual Information Form under the heading "*Risk and Uncertainties Related to ProMetic's Business*". As a result, we cannot guarantee that any forward-looking statement will materialize. We assume no obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason, unless required by applicable securities laws and regulations.

Unless otherwise specified herein, the information specified in this Annual Information Form is presented as at December 31, 2008.

## 1 – CORPORATE STRUCTURE

### 1.1 Name and Incorporation

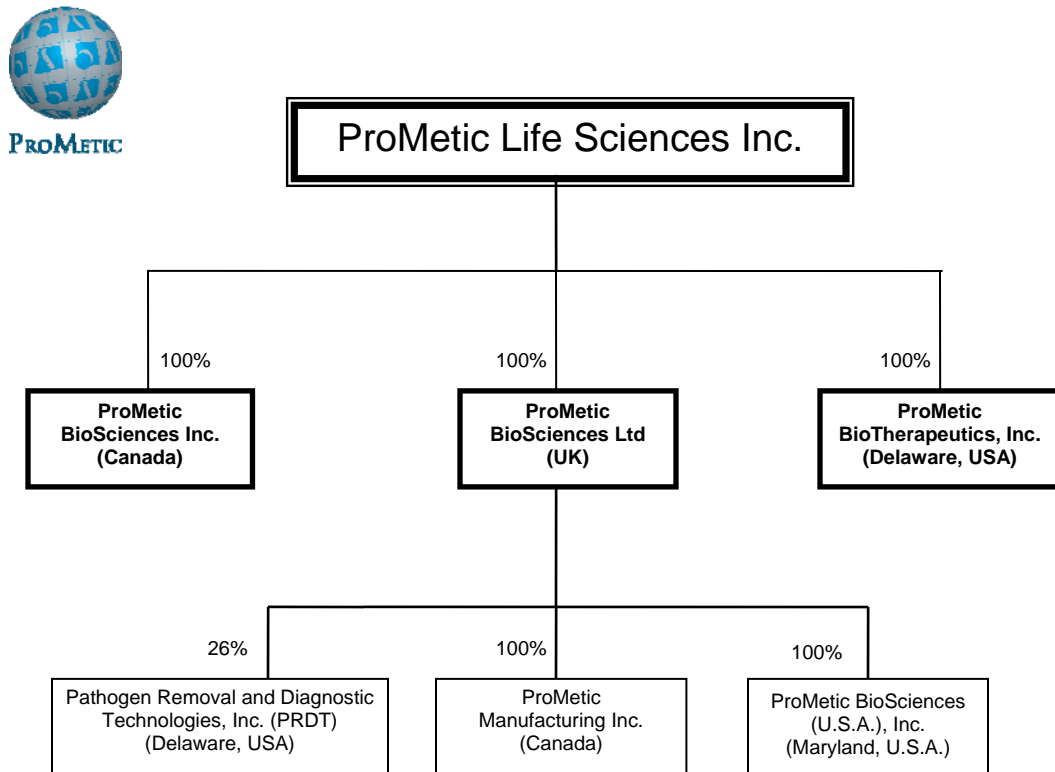
ProMetic Life Sciences Inc. was incorporated on October 14, 1994 under the *Canada Business Corporations Act*, originally as Innovon Life Sciences Holdings Limited. As at the date hereof, its head and registered office is located at 8168 Montview Road, Mount-Royal, Québec, H4P 2L7, Canada.

Since October 14, 1994, the Corporation has amended its articles of incorporation by articles of amendment. On December 21, 1995, the Corporation amended its authorized share capital and removed the private company restrictions. It also amended the provisions in its articles pertaining to the Corporation's borrowing powers and those in respect of quorums at board of directors meetings. On June 6, 1996, the Corporation amended the provisions pertaining to the minimum and maximum number of directors. On April 10, 1995, October 10, 1995, June 19, 1997 and August 14, 1997, the Corporation again amended its authorized share capital. On May 19, 1998, the Corporation changed its name from Innovon Life Sciences Holdings Limited to ProMetic Life Sciences Inc. and simplified its authorized share capital structure. Hence, according to restated articles of incorporation dated May 19, 1998, the Corporation was authorized to issue an unlimited number of Subordinate Voting Shares, twenty million (20,000,000) Multiple Voting Shares and an unlimited number of preferred shares issuable in series. By certificate of amendment issued on February 16, 2000, the Corporation created its initial two series of preferred shares consisting of a maximum of one million fifty thousand (1,050,000) Preferred Shares Series A and nine hundred fifty thousand (950,000) Preferred Shares Series B. On May 15, 2008, after obtaining shareholder approval at ProMetic's annual meeting of shareholders held on May 7, 2008, articles of

amendment were filed to re-designate the Corporation's Subordinate Voting Shares into Common Shares, and to repeal its Multiple Voting Shares.

## 1.2 Intercorporate Relationships

The following chart indicates the jurisdiction of incorporation of the Corporation's direct and indirect operating subsidiaries, as well as the voting interest (expressed as a percentage) beneficially owned, controlled or directed by the Corporation in each subsidiary. The Corporation owns, controls or directs the same percentage of equity securities in each subsidiary.



*ProMetic*  
January 2008

## 2 – GENERAL DEVELOPMENT OF THE BUSINESS

ProMetic Life Sciences Inc. (“ProMetic” or the “Corporation”) is a publicly traded (TSX symbol: PLI), global biopharmaceutical company offering technologies for large-scale drug purification, drug development, proteomics, clinical diagnostics, and the elimination of pathogens, and is developing products to treat anemia, neutropenia, cancer, and autoimmune disease/inflammation. ProMetic uses its proprietary Affinity Technology, which employs the Corporation's Mimetic Ligand™ technology (highly stable chemical

hooks that selectively recognize and bind to target biomolecules) to facilitate a variety of applications where a target biomolecule requires purification or removal. This technology can reduce manufacturing costs and increase the yield of existing drugs or drug candidates. The Corporation reorganized in early 2006 and is now structured as a parent company with three separate operating units, each of which is a subsidiary controlled by the Corporation: ProMetic BioSciences Ltd (“PBL” [UK]), ProMetic BioTherapeutics, Inc. (“PBT” [U.S.]), and ProMetic BioSciences Inc. (“PBI” [Canada]). The objective of this reorganization is for each unit to function independently in terms of management, funding of operations, and development of specific products and services. Based on its proprietary technologies, ProMetic has a large number of collaborations with entities that are active in the biotechnology and pharmaceutical industries. These partnerships serve to generate revenue for the Corporation.

## 2.1 Three-Year History

### **2008**

#### **Corporate**

In April 2008, the Corporation closed a financing with gross proceeds of \$5.05 million. 12,625,000 subordinate voting shares at a price of C\$0.40 per share were issued.

In June 2008, the Corporation closed a financing with gross proceeds of \$5 million. 15,315,789 common shares at an average price of C\$0.33 per share were issued.

In September 2008, the Corporation closed a strategic investment with Abraxis BioScience for gross proceeds of \$7.4 million as well as providing Abraxis rights to make optional investments in the Corporation of up to US\$25 million. 15,677,021 common shares at a price of C\$0.47 per share were issued.

In July 2008, the Corporation appointed Bruce Pritchard as its Chief Financial Officer.

On October 1, 2008, the Corporation repaid in full the remaining sums due to BMO resulting from a lawsuit, releasing the Corporation’s assets from hypothecs held by BMO.

In December 2008, the Corporation nominated Mr. Bruce Wendel to its Board of Directors.

#### **Protein Technologies**

In February 2008, the Corporation entered into a license agreement for the development of two hyperimmunes with the world’s sixth largest plasma fractionator, Kedrion S.p.A. (“Kedrion”). Kedrion has in-licensed the Corporation’s technologies for the manufacturing of hyperimmune products in Europe. Royalties, licensing and service fees for the sales of products in Europe will be paid by Kedrion to the Corporation with the Corporation retaining the commercial rights for the fully developed hyperimmune products for the North American market.

In March 2008, the Corporation entered into a strategic alliance and license agreement with the Wuhan Institute of Biological Products ("WIBP"). WIBP gained exclusive access to the Corporation's Plasma Protein Purification System ("PPPS") for the Chinese market. Upon successfully implementing this technology, WIBP will be able to significantly improve its capability in the manufacturing of plasma-derived products in China.

In April 2008, the Corporation signed a Letter of Intent ("LOI") to acquire ARC's common stock holding in PRDT.

In June 2008, the Corporation confirmed the efficacy of the prion capture resins developed by PRDT at the Recovery of Biological Products Conference in the removal of prions from different solutions.

In June 2008, the Corporation announced the implementation of PRDT's prion capture technology into the manufacturing process of Octapharma AG's Octaplas® to further improve the prion safety margin minimizing the risk of transmission by plasma-derived products of variant Creutzfeldt-Jakob Disease (vCJD), the human form of "mad cow disease".

In September 2008, the Corporation signed Strategic Agreements with Abraxis for the development and commercialization of four biopharmaceutical products targeting underserved medical conditions. The transaction included:

- an initial strategic investment in the Corporation of \$7.4 million at \$0.47 per share;
- revenues to be derived from three further agreements with Abraxis;
- a Service Agreement pursuant to which Abraxis engages the Corporation for various product development activities leading to the filing of Investigational New Drug Applications with the Food and Drug Administration ("FDA");
- a Licensing Agreement that includes development and sales milestone payments, as well as royalties to the Corporation on net sales of the four products commercialized by Abraxis; and
- a Manufacturing Agreement whereby the Corporation would manufacture the bulk active ingredients for clinical trial requirements and upon product commercialization.

In December 2008, the Corporation signed a \$35 million Long-Term Supply Agreement with a European biopharmaceutical company for the supply of one of the Corporation's proprietary affinity adsorbents for incorporation into this company's manufacturing process.

### **Therapeutics**

In April 2008, data on PBI-1737 in prostate cancer, PBI-0110 alone and in combination with gemcitabine in pancreatic cancer, and PBI-1308 were presented at the American Association for Cancer Research ("AACR") Annual Meeting.

In April 2008, the Corporation reported that PBI-1402 demonstrated significant activity in patients with chemotherapy-induced anemia (“CIA”), and reduced the need for red blood cell (“RBC”) transfusion. Only 2 patients out of 28 (7%) treated with PBI-1402 required a RBC transfusion, a response rate greater than 90% with regards to this clinical objective.

In June 2008, the Corporation reported additional results from the PBI-1402 CIA trial at the Annual Congress of the European Haematology Association demonstrating that a once daily oral treatment of PBI-1402 induces a significant increase in haemoglobin (“Hb”) level, red blood cell (“RBC”) count and hematocrit (“Ht”) in CIA patients.

## **2007**

In September 2007, the Corporation closed a financing with gross proceeds of \$6.6 million. 18,883,928 subordinate voting shares at a price of C\$0.35 per share were issued;

In December 2007, access to additional monetary resources on an “as-needed” basis for up to \$15.0 million through an equity draw down facility provided by Nanuq Investments Ltd. As at March 20, 2008, the Corporation has used this facility once for a total draw down amount of \$350,000;

In October 2007, the Quebec Court of Appeal dismissed the Corporation’s appeal of the judgment issued in December 2004 by the Superior Court of Quebec, in favor of the Bank of Montreal (“BMO”) against the Corporation. Subsequently, the Corporation has entered into an agreement with BMO pursuant to which the Corporation shall reimburse its total obligation of \$3.5 million to BMO via installments spanning into April 2008;

Also in December 2007, a private placement of \$1.0 million was executed with InvHealth, a holding company owned by Mr. Pierre Laurin, ProMetic’s President and Chief Executive Officer.

In March 2007, the Corporation and *Instituto de Tecnologia do Parana* (Tecpar) of Brazil signed a \$19.0 million technology transfer and licensing deal. This deal will allow Tecpar to acquire the manufacturing technology for the production of biopharmaceuticals for Brazil and other South American markets;

In March 2007, a strategic alliance was signed with Kedrion S.p.A. The alliance aims at implementing the Corporation’s Plasma Protein Purification System (PPPS) technology to manufacture orphan drugs from plasma and partnering for technology transfer opportunities in emerging markets;

In June 2007, the Corporation and Blue Blood Biotech Corporation have formed a strategic alliance to develop drugs derived from human plasma utilizing ProMetic’s proprietary manufacturing process.

In July 2007, the Corporation signed a development contract with a prominent European plasma fractionator worth \$US1.7 million. The program will utilize proprietary prion-binding ligands developed by Pathogen Removal and Diagnostic Technologies, Inc. (PRDT), a joint venture between the Corporation and the American Red Cross, to

minimize the risk of transmission by plasma-derived products of variant Creutzfeldt-Jakob Disease (vCJD), the human form of “mad cow disease.”

In August 2007, the Corporation unveiled its new human plasma technology transfer center in Maryland, U.S.A., for protein-based therapeutics.

Throughout the year 2007, key performance milestones were achieved by the Corporation for the new MAdsorbent® ligands targeted at the purification of monoclonal antibodies (“MAbs”) and recombinant antibody fragments (“Fabs”). The performance of ProMetic’s new ligands against set targets was validated in collaboration with seven leading antibody producer companies in the United States and Europe;

In September 2007, with the collaboration with a biomanufacturing client, the Corporation successfully implemented a large-scale purification bioprocess using a ProMetic Mimetic Ligand™ affinity adsorbent which has met all of its client’s performance targets.

In July 2007, the Corporation and Laboratorios Dermatologicos Darier S.A. signed an agreement for ProMetic’s synthetic anti-inflammatory compound PBI-1308 in dermatological disorders;

Positive pre-clinical results for PBI-1402, the Corporation’s lead compound for treating anemia, were disclosed by the Corporation in November 2007. PBI-1402 was tested in the 5/6 nephrectomized rat model which simulates chronic renal failure in humans resulting in loss of kidney functions and anemia subsequent to a reduced level of erythropoietin (“EPO”) normally produced by the kidneys. The new pre-clinical results indicate that a once a day oral administration of PBI-1402 increases circulating red blood cells and hemoglobin level comparable to normal range values;

In December 2007, the Corporation announced that the Phase II trial of its investigational compound PBI-1402 induced a significant increase in red blood cell count and hemoglobin level in patients with chemotherapy-induced anemia. Additionally, no significant adverse events were observed. PBI-1402 is a novel, orally active low molecular weight synthetic compound with erythropoiesis-stimulating activity via a mechanism of action distinct from erythropoietin (“EPO”). These results were presented in a poster session at the American Society of Hematology 49th Annual Meeting in Atlanta.

## **2006**

In December 2006, a successful equity financing was closed, via two tranches of financing for gross proceeds of CDN\$17.1 Million. The investors were a combination of prominent US and Canadian Institutional investors. In this round of financing, the Corporation first issued 36,566,400 Subordinate voting shares (“Shares”) at a price of \$0.25 per share for total proceeds of \$9,141,600. In the second tranche, the Corporation issued and sold under an agency agreement between Paradigm Capital Inc. and the Corporation, 28,571,429 Shares at a price of \$0.28 per share for gross proceeds of CDN \$8 Million. The 65,137,829 Shares issued in this round of financing were issued under supplements to the Corporation’s short form base shelf prospectus filed with and approved by Canadian securities regulators on November 3, 2006.

Also in December 2006, the Corporation secured a non-convertible debt facility with a US based financial institution in the amount of CDN \$11.6 Million. The proceeds of this loan were used to reimburse the convertible debt contracted in December of 2005, with a residual amount of CDN\$ 3.2 Million that will be used for general corporate purposes.

Still in December 2006, the Corporation's UK subsidiary, ProMetic BioSciences Ltd (PBL), entered into an agreement to supply large quantities of proprietary affinity adsorbent to one of its existing multinational clients. The order for a Mimetic Ligand™ product valued at CAD\$3.9 Million will be supplied to the client in the first and second quarters of 2007.

In early December 2006, PBL entered into an agreement with Novartis Vaccines and Diagnostics GmbH & Co.K.G, to develop a synthetic-ligand affinity adsorbent for the purification of a recombinant protein vaccine.

In November 2006, PBL confirmed that it is to provide Octapharma AG with scale-up quantities of a Mimetic Ligand™ affinity adsorbent developed under a collaboration agreement announced January 5th 2005. As a part of this collaboration, PBL developed a novel synthetic affinity ligand using its Chemical Combinatorial Library® technology. Having demonstrated the new Mimetic Ligand™ adsorbent achieved the purification performance requirements for Octapharma's new recombinant protein product, the project is now entering the final scale-up phase of the CAD \$1.4 million programme. This will involve the production of multiple batches of adsorbent.

Also, in November, 2006, the Corporation filed an application for a short form base shelf prospectus, and received authorization from Canadian securities regulators thereto, to offer and issue, from time to time, over the period of 25 months that such prospectus remains effective, up to \$42,000,000 in aggregate of subordinate voting shares of the Corporation. No underwriter or agent was involved in the preparation of this prospectus.

Also in October 2006, PBL entered into long-term manufacture and supply agreements for two synthetic-ligand affinity adsorbent products it manufactures, with Novozymes Delta Ltd ("Delta"), to be used by Delta for the manufacture of its flagship product, Recombumin®. The agreements provide commercial terms for the supply of process-scale quantities of both products for an initial 10-year term with the option of subsequent renewal periods.

In September 2006, the prion capture filter, P-Capt™, developed from technology of Pathogen Removal and Diagnostic Technologies Inc. ("PRDT"), a joint venture between the Corporation and the American Red Cross, and PRDT's commercial and manufacturing partner, MacoPharma SA ("MacoPharma"), received European Regulatory Approval (CE mark), thus opening up the way for commercialization of this promising product.

Also in September 2006, the Corporation's Board of Directors approved plans to expand its PBI-1402 phase Ib/II clinical trial to multiple sites in Canada and Europe. The Corporation also announced that it would be initiating PBI-1393 clinical trials for advanced cervical cancer.

In early September 2006, a decision favourable to the Corporation was rendered in relation to certain specific elements of the scope of the license agreement entered into in June 2004, between Hemosol LP, an affiliate of Hemosol Corp (collectively "Hemosol")

and the Corporation. The Court ruled that the license agreement did not grant any rights whatsoever to Hemosol in regards to hyperimmune products, and as a result, the Court validated the license agreement entered into by the Corporation with Nabi Pharmaceuticals.

In August 2006, the Corporation announced the signature of a license agreement and associated services and supply agreements with Nabi Biopharmaceuticals (“NABI”) for the use of the Corporation’s Mimetic Ligands™ technology in the manufacturing of selected plasma-derived hyperimmune products. Under the terms of the license agreement, NABI will pay the Corporation milestone payments upon the filing of a Biologic License Application (BLA) and upon licensure of hyperimmune products made using the Corporation’s technology. NABI also will pay royalties on the sale of these products. The milestone payments could reach US \$18 million if NABI develops and obtains licensure of all the products that are the subject of the license agreement.

In July 2006, the Corporation completed the establishment of its U.S. subsidiary ProMetic BioTherapeutics, Inc. (PBT), which was incorporated in January 2006, to commercialize a technology platform developed under a collaborative agreement between the Corporation and the American Red Cross. Under a new agreement between PBT and the American Red Cross, 16 of the American Red Cross’s key scientists were hired by the Corporation, and are working in the American Red Cross’s facilities in Rockville and Gaithersburg, Maryland, focussing, among other things, on commercializing and licensing the Plasma Protein Purification System (PPPS) technology, which was licensed to PBT by the American Red Cross, in January 2006.

In June 2006, The Corporation closed a private placement of 29,600,000 subordinate voting shares at C\$0.365 per share with JPMorgan and Third Point LLC. Proceeds from the private placement totalled C\$10.8 million. The funds from the financing were to be used for general corporate purposes, including the development of PBI-1402, the Corporation’s lead therapeutic, an orally active drug for the treatment of anemia in cancer patients undergoing chemotherapy.

In May 2006, PRDT entered into a definitive license agreement with MacoPharma. Under the terms of the license, MacoPharma obtained the exclusive sale and distribution rights for the P-CAPT™ filter within Europe, in addition to being granted an exclusive worldwide manufacturing license.

In April 2006, Sartorius AG and the Corporation entered into a collaboration agreement utilizing bioseparation systems to recover proteins from human blood plasma. The agreement was signed between Sartorius and PBT. Within this alliance, Sartorius will be a preferred supplier and technology provider to the Corporation’s PPPS licensees for filtration equipment and consumables. In addition, Sartorius and PBL have agreed to collaborate on the development of ligand-membrane composites for the isolation of the proteins from blood plasma and other sources.

In March 2006, the Corporation’s Board of Directors adopted two shareholder rights plans, that took effect at the Corporation’s annual general meeting held on May 3<sup>rd</sup> 2006, when its shareholders agreed to the exchange or conversion of all issued and outstanding multiple voting shares of the Corporation into subordinate voting shares.

In February 2006, the Corporation completed its corporate reorganization announced in November 2005. The Corporation restructured as a parent company with four pure-play

subsidiaries - PBL, PBI, PBT and BSafe. Each distinct subsidiary is pursuing a focused business plan and is pursuing funding opportunities with investors looking for a specific risk/return profile.

Also In February, PBI, the Corporation's therapeutic drug unit, received authorization from the Therapeutic Products Directorate of Health Canada to begin a Phase Ib/II clinical trial of PBI-1402, its novel therapeutic compound in development to treat patients with anemia.

Still in February 2006, as part of the Corporation's overall reorganization plan, it transferred to PBL all of its 26% ownership stake in PRDT.

### **3 – DESCRIPTION OF THE BUSINESS**

#### **3.1 General**

ProMetic Life Sciences Inc. ("ProMetic") is a world-leading technology provider and drug developer in the fields of hematology, oncology and nephrology. ProMetic's focuses these activities in two distinct fields; therapeutics and protein technologies. ProMetic develops therapeutics to treat blood-related disorders. ProMetic's protein technologies are used to remove pathogens from blood and extract and recover valuable proteins from plasma.

#### **Protein Technologies**

The Protein Technologies business unit has Research & Development operations in Maryland, U.S., and Cambridge, UK, as well as manufacturing operations on the Isle of Man, UK, and in Joliette, Canada. This business unit focuses on:

- the development and manufacturing of plasma-derived therapeutics based on ProMetic's unique, validated, state-of-the-art technology, the Plasma Protein Purification System ("PPPS");
- pathogen removal and diagnostics using technology which was originally developed in Pathogen Removal and Diagnostic Technologies, Inc. ("PRDT"), a joint venture between ProMetic and the American Red Cross ("ARC"); and
- the manufacture of specialist filtration media for use in the manufacture of biopharmaceuticals, based on ProMetic's patented Mimetic Ligand™ technology.

**PPPS** - The system offers an alternative to the legacy manufacturing process (the Cohn Process); it removes therapeutic proteins from plasma with a process that very significantly enhances the recovery yield. PPPS was originally developed in a co-venture between ProMetic and the American Red Cross; ProMetic owns an exclusive license to use the PPPS technology, as well as a license to manufacture and sell any products derived from the PPPS technology, and the right to sublicense to third parties those same rights. Manufacturers of a wide range of blood-derived products, such as Kedrion, Blue Blood and WIBP, have signed agreements incorporating ProMetic technology into their manufacturing processes for the development of therapeutic products.

**Purification Media** - ProMetic's bioseparation products and pathogen removal technologies are managed by ProMetic's United Kingdom subsidiary PBL which has R&D facilities at the Cambridge Science Park and manufacturing operations located on the Isle of Man. Currently, twelve different bioseparation materials developed and manufactured by ProMetic have been adopted for the manufacture of licensed biopharmaceuticals or as components of licensed medical devices or medical diagnostics. Ten licensed products, incorporating ProMetic's purification technology as part of their manufacture or function are now approved for sale by the FDA and/or the European Medicines Agency ("EMA").

**Prion Reduction Technology** - ProMetic and its partners PRDT and MacoPharma SA have joined forces in the development of the P-Capt® filter, a prion reduction device for red cell filtration which has earned European regulatory approval (CE Mark). The prion reduction technology incorporated into the device was developed as part of a joint-venture between ProMetic and the American Red Cross under the name "Pathogen Removal and Diagnostic Technologies, Inc." (PRDT). ProMetic's commercial application known as the BSafE technology is to use the validated PRDT technology for prion reduction in the search for a diagnostic that would certify live cattle as BSE-tested. In the near term, BSafE's scientists are working to enhance the sensitivity of already existing bovine spongiform encephalopathy ("BSE") screening tests. In fact, studies have shown that applying this technology to commercially available post mortem diagnostic tests for BSE could vastly improve the sensitivity of these tests by as much as 80-fold.

The following table indicates, for each of the two most recently completed financial years, (in Canadian dollar amounts) the revenues for each category of products or services that accounted for fifteen percent (15%) or more of the Corporation's total consolidated revenues for the applicable financial year derived from sales to third party customers by the Corporation's Protein Technologies unit.

Financial Year	Ending Dec. 31, 2008*	Ending Dec. 31, 2007**
Services (PPPS et als.)	\$5.3 million	\$2.6 million
Resins (Purification Media)	\$4.6 million	\$5.7 million

\* The foreign exchange rate applicable (from GBP to CAD) = 1.9617

\*\*The foreign exchange rate applicable (from GBP to CAD) = 2.1487

## Therapeutics

The Therapeutics division is based in Laval, Canada. ProMetic's lead therapeutic, PBI-1402, is an orally active compound being developed to treat different types of anemia. In 2008, positive data was announced for the Phase Ib/II clinical trials in chemotherapy-induced anemia ("CIA"). CIA patients enrolled in the study received a once daily oral dose of PBI-1402 during a period of eight weeks while undergoing their normal course of chemotherapy. All patients enrolled have completed the PBI-1402 treatment period.

Oral PBI-1402 demonstrated significant activity in patients with CIA, as well as the reduced need for red blood cell ("RBC") transfusion. Only 2 patients out of 28 (7%) treated with PBI-1402 required a RBC transfusion, a response rate greater than 90% with regards to this clinical objective. In the March 13, 2008 FDA briefing document, the

Oncologic Drugs Advisory Committee emphasized that the primary objective of treating CIA patients with erythropoiesis-stimulating agents (“ESAs”) as being the ability to reduce the need for RBC transfusion. The Advisory Committee cited that approximately 50% of anemic patients receiving chemotherapy required RBC transfusion, and that between 20% and 25% of patients treated with ESAs still required RBC transfusions.

ProMetic has expanded its clinical program for PBI-1402 into the treatment of anemia in patients with myelodysplastic syndrome (“MDS”), a condition often referred to as “pre-leukemia” and is expected to initiate an additional trial in patients suffering from anemia related to chronic kidney disease. Analogues of PBI-1402 and new chemical entities have been identified in the therapeutic pipelines. In 2007, ProMetic partnered its proprietary synthetic compound designated as PBI-1308, with Laboratorios Dermatologicos Darier for continued development in the fields of atopic dermatitis and psoriasis. Other compounds, such as PBI-1393 and PBI-1668 have shown, in pre-clinical studies, to possibly have positive results in prostate cancer models. Additionally, PBI-1737 has evidenced strong results in several different models, for applications in cancer and autoimmune diseases fields.

### 3.2 Trends

#### **Protein Technologies**

Recombinant proteins, unlike their human plasma counterparts, are produced in non-human hosts and undergo intensive purification to remove host cell-derived impurities. Monoclonal antibodies (MAbs), a significant component of the recombinant protein market, represent a \$16 billion market, which is predicted to increase to \$49 billion by 2013. Other proteins in the recombinant protein market include insulin, interferon, tissue plasminogen activator, colony stimulating factors (CSF), and erythropoietin (EPO). The market for bioseparation systems now exceeds \$3 billion which includes bioseparation materials with a market value in excess of \$1 billion and growing by approximately 10% annually

In order to assure the high quality standards required for protein pharmaceuticals, ProMetic has employed its affinity technologies to create a range of bioseparation products that play an important role in improving the purification of therapeutic proteins and antibodies. The Corporation’s proprietary purification adsorbents and manufacturing processes for biological products are used by at least 30 companies in the pharmaceutical, biotechnology and medical industries, where ProMetic’s clients employ this technology to purify proteins, remove impurities and pathogens, reduce manufacturing costs, and increase the yield of therapeutic products.

At present, cattle herd owners and government regulators are showing critical interest in technology to diagnose BSE in live cattle. Currently “mad cow” diagnosis requires brain tissue samples from dead animals. An endogenous (whole blood) infectivity study conducted by PRDT has demonstrated that the ligand technology binds abnormal prions from whole blood and concentrates them, thus facilitating their detection.

Plasma is the residual liquid that remains once the red blood cells, white blood cells, and platelets have been removed from blood. Plasma proteins extracted from human blood are valuable specialty products constituting a market of approximately \$7 billion in 2006. These proteins are produced by a few fractionators (entities employing a technology to

break down a substance into its component parts) and marketed principally to hospitals for use in the treatment of a variety of medical conditions, such as hemophilia, shock, trauma, burns, and immune disorders. There is a growing demand and a shortage of supply for high value proteins commonly used to treat a variety of medical conditions.

## **Therapeutics**

Therapeutics play an important role in ProMetic's future development. ProMetic produces promising drug candidates generally at a lower cost than traditional large pharmaceutical companies. ProMetic has investigated 2,000 compounds of which 6 were selected as drug candidates, while other companies typically investigate between 100,000 and 1,000,000 compounds to bring one compound through clinical studies and to market. The therapeutic unit is focused on the discovery and development of proprietary drugs in the fields of cancer and autoimmune diseases. The mission of the therapeutic unit is to develop innovative, less toxic, and lower cost alternatives, such as protein mimetics, to currently marketed but expensive recombinant protein drugs. This approach represents a financial opportunity and a significant growth potential, as many such medically proven and valuable recombinant proteins are already available in the marketplace.

Cancer is a global health threat, with an estimated 10 million new diagnoses each year and approximately six million deaths, 40% of which occur in the developed world. The incidence is expected to increase by 50% over the next 20 years. The American Cancer Society estimates that there are currently 8.9 million people in North America with a history of cancer, with approximately three million predicted new diagnoses annually. In the U.S. this year, approximately 570,280 people, or more than 1,560 per day, are predicted to die from cancer.

Following cardiovascular diseases, cancer remains the most common cause of death in the U.S., with approximately one out of every four American deaths linked to this disease. The relative lifetime risk of a male developing cancer is one in two; for women the risk is one in three. Furthermore, the National Cancer Institute (NCI) anticipates that cancer may exceed cardiovascular disease as the leading cause of death in the next decade.

While a variety of tissues may be adversely affected by chemotherapy and radiation therapy, one of the greatest areas for concern is bone marrow. Bone marrow is made up of particular cells (hematopoietic cells) responsible for blood cell production (i.e. immune system cells, oxygen transport, and blood clotting). Chemotherapy and radiation therapy directly attack the bone marrow, which in turn, may cause anemia and neutropenia. Neutrophils are the first line of defense for the body against invading pathogens and infectious agents. Chemotherapy and radiotherapy side effects — anemia and neutropenia — contribute to the high cost of cancer therapy. These side effects are also a leading cause of morbidity and mortality following cancer treatments.

According to available independent market research, the global cancer market has been forecast to grow to \$53.1 billion in 2009, up from \$38.5 billion in 2003, representing an average annual growth rate of 5.49%. This expansion is projected to occur as a result of improvements in traditional therapies, combined with the introduction of new and innovative treatments that display improved efficacy and lower toxicity, and take a more targeted approach at eliminating specific forms of cancer.

Anemia is a condition in which the number of red blood cells (RBCs [erythrocytes]) or the hemoglobin in them is below normal. Hemoglobin is a red, iron-rich protein that gives blood its red color and enables RBCs to carry oxygen from the lungs to all parts of the body and carry carbon dioxide to the lungs so that it can be exhaled. A person becomes anemic when the body produces too few healthy RBCs, loses too many of them, or destroys them faster than they can be replaced. As a result, a person's blood is too low in RBCs to carry oxygen to their tissues, causing a number of symptoms, which may include weakness, pale skin, a fast heartbeat, shortness of breath, chest pain, dizziness, cognitive problems, numbness or coldness in the extremities, and headaches.

Anemia is caused by or associated with a wide range of conditions, ranging from chronic kidney disease (CKD) and end-stage renal disease (dialysis patients) to Acquired Immune Deficiency Syndrome (AIDS), hepatitis, cancer, chemotherapy, and other conditions. The National Kidney Foundation estimates that the U.S. CKD population exceeds 20 million people, with as many as 67 million people in the U.S. with hypertension and diabetes at risk for CKD and subsequently anemia.

Erythropoietin (EPO) is a protein produced naturally in the kidneys that stimulates red blood cell production in the body. A shortage of EPO in the body, such as that caused by kidney disease, can cause anemia. The market for EPO was estimated at \$10.7 billion in 2005, according to Informations Sekretariat Biotechnologies. The primary market drivers for this compound's annual growth rate of 12.5% are improvements in the drug delivery technologies and expansion of the aging population.

### 3.3 Objectives and R&D

Partnership and joint-venture agreements concluded over the past few years have enabled ProMetic to position itself as a key player in the biopharmaceutical purification market. This strategy aims at maximizing the Corporation's value and mitigates inherent development risks, provides a significant endorsement of ProMetic's technology. ProMetic's objectives for the coming year include partnering with pharmaceutical and biopharmaceutical companies to improve the manufacturing of their own therapeutics.

ProMetic, for many years, has been building its Protein Technologies business strategy around its core Mimetic Ligand™ technology, using this as the key to unlock long-term strategic partnerships which allow ProMetic to progressively be involved in all stages of the drug development and manufacturing process.

It is ProMetic's stated intention to license its core technology then become locked into providing development services, regulatory support services, then ultimately becoming involved in manufacturing operations. At each stage, establishing a foothold in the chain of value creation of our partner's drugs.

This model of out-licensing and partnering has and is serving ProMetic well in its Protein Technologies division. Already, ProMetic has entered into a number of these strategic alliances, for example with MacoPharma for the P-Capt® filter, with Kedrion S.p.A. ("Kedrion"), Blue Blood Biotech Corporation ("Blue Blood") and Wuhan Institute of Biological Products ("WIBP") for the PPS process and with many major biopharmaceutical and pharmaceutical companies, such as HemCon Medical Technologies Inc. ("HemCon") for access to the Mimetic Ligand™ technology.

Furthermore, this model allows ProMetic to share in-license revenues, recovering the cost of earlier investments; service revenues, covering the costs of current operations; manufacturing revenues allowing further growth and expansion; and ultimately royalties and milestone payments, rewarding our shareholders for supporting the technology.

In respect to the Therapeutics division, the Corporation has focused on the development of a pipeline of valuable compounds which it will ultimately out-license or partner at the appropriate stage of development. It is not ProMetic's intention to become involved in the process of late stage clinical trials (Phase III) or the regulatory approval process, without the support of a partner.

Advanced discussions are underway with a number of major pharmaceutical companies with a view to licensing compounds from the Therapeutics division's portfolio.

Corporation's Management will be focused on the expansion of all of these relationships in the coming year, as well as seeking out new opportunities.

Further information on the timing and stage of ProMetic's research and development programs of both divisions may be found in the Corporation's 2008 annual report, available on SEDAR on the following website: [www.sedar.com](http://www.sedar.com). ProMetic generally conducts research and development through its own scientific staff, though in some cases it coordinates discrete R&D tasks carried out by third parties or carries out certain research and development activities in collaboration with partners.

### 3.4 Commercial Applications, Products and Services

The Corporation's growth strategy is dependent upon its ability to partner with global biotechnology and pharmaceutical companies to use its proprietary technologies. Currently, the Corporation has a significant number of partnerships that generate revenues and increase the usage of its products and technologies, including the sale of proprietary therapeutics, pathogen removal devices, and bioseparation media. Additionally, the Corporation has royalty and milestone payments from products sold by partners who use the Corporation's technology in their manufacturing processes. The Corporation also benefits by sharing clinical development and marketing risks through these partnerships. Additionally, the Corporation receives service fees, contributing to covering some of the costs of current operations and is set up to collect manufacturing revenues allowing for further growth and expansion.

#### **Protein Technologies**

ProMetic's innovations in the area of protein technologies have created three distinct revenue paths for it: (i) technology to purify biotech products is licensed to numerous drug manufacturers; (ii) pathogen removal technology has been incorporated into a filter that captures prions in transfused blood, and moreover has been adopted by leading plasma fractionators; and (iii) technology to extract valuable proteins from plasma has been partnered and licensed.

*Purification of Biotech Products:* ProMetic's bioseparation technologies and products enable the purification of drugs and assist in their efficient manufacture. Ten different products developed by our customers and licensees with the assistance of ProMetic's purification technologies – which require the use of thirteen of our bioseparation

products – have thus far been approved by regulatory bodies including the FDA. These customers and licensees are among the biggest names in the pharmaceutical and biopharmaceutical industries. As the R&D and manufacturing activities of ProMetic's clients increase, this drives increasing product sales at ProMetic and results in additional new products entering the market. It is a demand we are well positioned to meet, by virtue of the past investments we have made in our production facilities. This evolution represents, and is anticipated to increasingly represent, important growth and an established expanding revenue stream for ProMetic.

*Pathogen Removal:* ProMetic's prion capture technology, which can selectively bind and remove prions from blood and blood products, has been integrated into the revolutionary P-Capt® filter for donated human blood. The filter, designed to reduce the risk of prion transmission through blood transfusions, has received European Regulatory Approval. ProMetic has demonstrated that its use is effective in reducing the risk of transmission of variant Creutzfeldt-Jakob disease ("vCJD"), the human form of mad cow disease, by blood transfusion, and that the filter has no impact on the blood itself. ProMetic's partner in the venture, MacoPharma, has scaled-up for commercial manufacture of the product. ProMetic will earn royalties from MacoPharma for our licensed technology, as well as revenues from our production and supply of the prion binding affinity resin used in the filter.

ProMetic's prion capture platform has also been extended to the fractionation industry. In June 2008, the Corporation announced the implementation of PRDT's prion capture technology into the manufacturing process of Octapharma AG's Octaplas® to further improve the prion safety margin minimizing the risk of transmission by plasma-derived products of variant Creutzfeldt-Jakob Disease (vCJD), the human form of "mad cow disease";

This transaction has brought short and long-term monetary value to ProMetic while also confirming a major new opportunity for this technology. In 2008, ProMetic signed a development contract and supply contract with a prominent US biotech company, allowing for the use of ProMetic's prion-binding ligands to minimize the transmission risk of vCJD in plasma derivatives. This transaction also brings immediate and long-term value to ProMetic, while signifying another major new opportunity for this technology.

This technology has demonstrated the ability to improve the sensitivity of current post-mortem diagnostic tests available on the market that detect mad cow disease only in animals of a certain age or after a certain incubation period. In fact, studies have shown that applying this technology to commercially available post mortem diagnostic tests for BSE could vastly improve the sensitivity of these tests by as much as 80-fold. ProMetic believes that developing a full BSE *ante mortem* diagnostic kit alone or in partnership with others in the animal diagnostic market could be a natural route for this commercial application.

*Plasma-Derived Therapeutics:* The power and benefits of ProMetic's protein extraction technologies are being increasingly recognized worldwide. Manufacturers of drugs derived from plasma typically achieve higher yields and more efficient processing through the use of ProMetic's Plasma Protein Purification System ("PPPS"). At the same time, we are using our technology not only to generate licensing sales, but to acquire rights to high-value products. The transaction with the Italian-based Kedrion, a leading biopharmaceutical company specialized in plasma-derived products, exemplifies the model.

ProMetic's strategic alliance with Abraxis for the development and commercialization of four biopharmaceutical products targeting underserved medical conditions further demonstrates the flexibility of revenue avenues induced by the commercialisation of ProMetic's proprietary protein technologies. Aside from the strategic investment in ProMetic, the transaction included revenues to be derived from three further Agreements with Abraxis: (i) Service Agreement pursuant to which Abraxis engages the Corporation for various product development activities leading to the filing of Investigational New Drug Applications with the Food and Drug Administration ("FDA"); (ii) a licensing agreement that includes development and sales milestone payments, as well as royalties to the Corporation on net sales of the four products commercialized by Abraxis and (iii) a manufacturing agreement whereby the Corporation would manufacture the bulk active ingredients for clinical trial requirements and upon product commercialization.

Finally, the Corporation entered into a signed a strategic alliance and license agreement with the Wuhan Institute of Biological Products ("WIBP"). WIBP gained exclusive access to the Corporation's Plasma Protein Purification System ("PPPS") for the Chinese market. Upon successfully implementing this technology, WIBP will be able to significantly improve its capability in the manufacturing of plasma-derived products in China.

## Therapeutics

Hematology: ProMetic's lead compound, PBI-1402, targets anemia caused by chemotherapy and renal diseases by promoting the formation of red blood cells from bone marrow. Its mechanism of action is distinct from erythropoietin ("EPO"), the current standard treatment for anemia.

ProMetic's Phase Ib/II clinical trial for PBI-1402, involving patients with chemotherapy-induced anemia ("CIA"), provided encouraging data in 2008. CIA patients enrolled in the study received a once daily oral dose of PBI-1402 during a period of eight weeks while undergoing their normal course of chemotherapy. All patients enrolled have completed the PBI-1402 treatment period.

Oral PBI-1402 demonstrated significant activity in patients with CIA, and reduces the need for red blood cell ("RBC") transfusion. Only 2 patients out of 28 (7%) treated with PBI-1402 required a RBC transfusion, a response rate greater than 90% with regards to this clinical objective. In the March 13, 2008 FDA briefing document, the Oncologic Drugs Advisory Committee emphasized that the primary objective of treating CIA patients with erythropoiesis-stimulating agents ("ESAs") as being the ability to reduce the need for RBC transfusions. The Advisory Committee cited that approximately 50% of anemic patients receiving chemotherapy required RBC transfusion, and that between 20% and 25% of patients treated with ESAs still required RBC transfusions. PBI-1402 is a *first-in-class* chemical entity. Its mechanism of action differs radically from that of EPO, as it does not bind to the same cell surface receptor molecule. PBI-1402 sets into motion a cell differentiation process whereas EPO causes red blood cell proliferation. Generation of data supporting the difference between PBI-1402 and EPO has demonstrated the beneficial use of PBI-1402 in cancer patients, and further enhanced the potential use of PBI-1402 for nephroprotection applications, namely in patients with chronic kidney disease.

## Nephrology:

### **PBI-1402 targets anemia associated with CKD**

More than twenty million patients in North America alone have been diagnosed with chronic kidney disease (“CKD”). Patients at advanced CKD stages (stage 3 and 4) often develop anemia even before they require hemodialysis. Patients still at the pre-dialysis stage would greatly benefit from a non-invasive oral therapy to treat their anemia.

ProMetic’s pre-clinical experiments based on a gold standard 5/6 nephrectomized rat model have demonstrated the ability of PBI-1402, when administered as monotherapy, to correct anemia caused by kidney failure. The 5/6 nephrectomized rat model is a gold standard model which simulates chronic renal failure in humans. The latter is a condition whereby the kidneys fail to produce sufficient EPO which in turn promotes the production of red blood cells.

This pre-clinical work not only created additional potential for PBI-1402 in the field of anemia, it revealed immense new potential for PBI-1402 in the field of CKD: *a development not reported until very recently, as it awaited the filing of patents to protect ProMetic’s discovery.*

### **PBI-1402 demonstrates nephroprotection in CKD models**

Recent studies in the U.S. show CKD is one of the most expensive diseases to treat, and that costs are increasing rapidly.

As indicated above, ProMetic discovered the nephroprotective activity of PBI-1402 while conducting experiments in anemia relief in the 5/6 nephrectomized rat model.

Further to treatment of anemia (increase in hemoglobin level and red blood cells), we observed that animals treated with PBI-1402 filter blood by the kidney more efficaciously than non-treated animals. Additionally, we observed that kidneys from PBI-1402-treated animals were structurally conserved compared to non-treated animals. The latter demonstrated kidney fibrosis and sclerosis (holes and lost of tissue).

Therefore, ProMetic has discovered that PBI-1402 can protect kidney tissue in the 5/6 nephrectomised models and could potentially serve to protect, delay or inhibit the progression of kidney failure in patients with CKD.

In today’s medical arsenal there is very little recourse for patients who require nephroprotection. Antiinflammatories and treatments to reduce pressure on the kidney exist, and of course transplants are performed.

ProMetic’s scientists believe they have discovered a tremendously important new therapeutic for a huge unmet need. Pre-clinical studies have demonstrated that PBI-1402 inhibits fibrosis and has an anti-inflammatory effect. Additional data have shown, in short, that PBI-1402 shows great promise of an ability to halt the progress of CKD in human patients.

With the resumption of discussions with many parties regarding potential financing and partnership for PBI-1402, ProMetic is building further value into this compound by continuing its research and development on PBI-1402 and analogues, and compiling data from all pre-clinical trials to support patent protection.

**Other Indications:** ProMetic's understanding of the mechanism of action of PBI-1402 has led to the discovery of several other new chemical entities, which ProMetic is also developing. PBI-1402 and these additional compounds indicate a novel means by which anemia and anemia-related conditions may be treated. In this respect, PBI-1402 may be deemed the first compound of a new therapeutic platform. ProMetic's discoveries and positive outcomes thus far point to a potential value that cannot be overstated for PBI-1402, its analogues, and the new chemical entities discovered therefrom. ProMetic's work in this regard has attracted wide attention. Partnership discussions in reference to the continued development and eventual marketing of PBI-1402 are presently underway.

**Anti-Cancer Compounds:** In 2008, the Corporation presented preclinical studies of three compounds for prostate and pancreatic cancer, thereby demonstrating that it had amassed a broad pipeline of drug candidates; the potential treatment for prostate cancer, a compound designated as PBI-1737, displayed significant anti-tumour activity both *in vitro* and *in vivo*. Preclinical data for compound PBI-0110 showed restraint of pancreatic tumour growth in mouse models by as much as 58% after 44 days. Data on PBI-1308 demonstrated a reduction of inflammation and cancer cell proliferation through inhibition of the NF-kB protein complex in prostate cancer. These are indications of significant promise in ProMetic's early-stage cancer research. Once development financing becomes available for their advancement, these compounds could represent important pipeline additions to the Corporation's lead candidate drug, PBI-1402.

### 3.5 Competitive Conditions

ProMetic's competitive edge continues to reside in the following: its ability to apply its technologies to a wide range of products already on the market; the ability of its technology to improve the manufacturing of these products through product yield increases and safety or cost improvements; the ability to apply its technology in many other areas such as drug discovery, proteomics, diagnostics, blood safety and to establish a solid base to drive revenue growth; and leveraging its expertise in protein mimetics and medicinal chemistry to develop and build on an impressive pipeline of therapeutic products that target unmet medical needs where standard therapies are either in limited supply or economically burdensome.

Competition in the biopharmaceutical sector is however extremely intense. ProMetic competes with companies that produce similar or identical biopharmaceutical products or that propose different approaches to the separation or purification of proteins. Many of such companies have greater resources than ProMetic. Accordingly, no assurance can be given that products developed by these other companies or that their equivalent technology will not affect ProMetic's competitiveness.

### 3.6 Raw Materials, Components

ProMetic depends on third parties for the sourcing of raw materials, components or finished products for ProMetic's various products. ProMetic believes that alternative sources of supply for such raw materials, components or finished products exist. However, any change in ProMetic's suppliers could have a significant impact on ProMetic's ability to complete certain research and development projects and, accordingly, would affect its projected commercial and financial growth. While other potential alternative suppliers of raw materials and components have been identified or are being determined, they must first pass intensive validation tests to ensure their compliance with product specifications. No assurance can be given regarding the

successful outcomes of such tests or the ability of ProMetic to secure alternate sources of supply at competitive pricing.

### 3.7 Intellectual Property Rights

ProMetic's success depends in part on its ability to obtain patents, protect its trade secrets and operate without infringing third-party exclusive rights or without others infringing ProMetic's exclusive rights or those granted to it under license. ProMetic has filed patent applications in Canada, the United States, Europe and elsewhere in the world and is actively pursuing these matters. The patent position of biopharmaceutical firms is generally uncertain and involves complex legal, factual and scientific issues, several of which remain unresolved. The Corporation does not know whether any of ProMetic's pending patent applications will be granted or whether ProMetic will be able to develop other patentable proprietary products. Furthermore, ProMetic does not know whether its existing or future patents will provide a competitive advantage or afford protection against competitors with similar technology. In addition, the Corporation cannot give any assurance that such patents will not be challenged successfully or circumvented by others using alternative technology or whether existing third-party patents will prevent ProMetic from marketing its products. Finally, competitors or potential competitors may independently develop products as effective as those of ProMetic or invent other products based on ProMetic's patented products.

Pharmaceutical and biopharmaceutical companies and research and development and academic institutions may have filed patent applications for processes related to those of ProMetic and which may have an effect on its business. Some such processes may conflict with ProMetic's processes or patent applications, which could limit the scope of the patents that may be granted to ProMetic or even result in its patent applications being rejected.

If third-party licenses are required, there can be no assurance that ProMetic will be able to obtain such licenses, or if obtainable, that it would be available on reasonable terms. Furthermore there can be no assurance that ProMetic could develop or obtain alternative technologies related to third party patents that may inadvertently cover its products. Inability to obtain such licenses or alternative technologies could delay the market launch of certain ProMetic products, or even prevent ProMetic from developing, manufacturing or selling certain products. In addition, ProMetic could incur significant costs in defending itself in patent infringement proceedings initiated against it or in bringing infringement proceedings against others.

ProMetic cannot determine with any certainty if it has priority of invention in relation to a product or process covered by a patent application or if it was the first to file a patent application for any such invention. Further, in the event of patent litigation there can be no assurance that ProMetic's patents, if issued, would be held valid or enforceable by a court of competent jurisdiction or that a court would rule that the competitor's products or technologies constitute patent infringement.

Moreover, a significant part of ProMetic's technological know-how constitutes trade secrets. ProMetic, therefore, requires that its employees, consultants, advisers and collaborators sign confidentiality agreements. However, there can be no assurance that such agreements provide adequate protection in the event of unauthorized use or disclosure of ProMetic's trade secrets, know-how or other proprietary information.

### 3.8 Economic Dependence

ProMetic's strategy involves entering into various arrangements with corporate and academic partners, licensors, licensees and others for the research, development, clinical testing, manufacturing, marketing and commercialization of its enabling technologies and therapeutic products. Under such agreements, ProMetic may receive additional funding, including milestone payments. However, there can be no assurance that it will be able to establish such partnerships on favourable terms, or that its current and future partnership arrangements will prove successful.

Should any of ProMetic's collaborative partners be unsuccessful in developing or commercializing a ProMetic product or technology to which the partner has rights, or one of the partner's products to which ProMetic has rights, ProMetic's business could be adversely affected. Furthermore, while the Corporation believes that its current and future corporate partners have sufficient financial motivation to maintain their funding, there can be no assurance that these partnership arrangements will continue or that they will result in successful commercialization of ProMetic products. Should one of ProMetic's collaborators terminate its funding of a particular program, this could delay or interrupt the development or commercialization of the products resulting from such program. Moreover, there can be no assurance that the partners will not pursue other technologies or develop alternative products, either on their own or in collaboration with others, including competitors of ProMetic, as a means for developing products that treat the same diseases as those targeted by ProMetic's various programs.

### 3.9 Product Development

ProMetic currently has many collaboration agreements based on its technology for the improvement of established and marketed therapies by improving manufacturing process yield and purity, and by developing recombinant versions of established proteins. ProMetic also leverages its expertise in protein therapeutics and medicinal chemistry and has accumulated an impressive pipeline of therapeutic products for which the development is conducted in-house. ProMetic believes it is important to maintain a balance between in-house product development products and partnered products. Developing products internally provides greater control over the pace of development and the potential for higher commercial returns. Furthermore, it allows ProMetic to develop the necessary skill sets as it drives toward its goal of becoming a fully integrated specialty pharmaceutical company. Pursuing the commercialization phase in partnership with other firms is also important because it provides continuous external validation of ProMetic's technology and possibilities of short-term revenue from fees collected at the initiation of the partnership and milestones payments.

### 3.10 Research and Development

ProMetic's policy for research and development is to have readily available funds to conduct its activities. ProMetic's strategy is to finance research activities through the formation of strategic alliances with pharmaceutical and biopharmaceutical companies for the improvement of their manufacturing capacity or process for their therapeutics and the development of second generation of recombinant therapeutic products, financings, and grants or tax credits for such purposes. During the course of the financial year ended December 31, 2008, ProMetic invested approximately \$16.8 million in research and development.

### 3.11 Environmental Protection

ProMetic produces a certain amount of chemical waste in its R&D and manufacturing activities that is removed in accordance with applicable environmental protection standards by companies that specialize in hazardous waste management. ProMetic's research laboratories generate radioactive waste that is also removed by companies that specialize in hazardous waste management, in accordance with strict internal procedures and applicable regulatory requirements. ProMetic has invested approximately \$1.1 million over the last three (3) years in capital expenditures at its facility on the Isle of Man in connection with environmental protection requirements. Compliance with such requirements is not expected to have a significant effect on ProMetic's competitive position or to have a significant effect in future years.

### 3.12 Employees

ProMetic has highly qualified employees with specialized backgrounds in the biological and chemical sciences. This is leveraged by the fact that several hundreds of scientists and managers within multinationals work on joint projects with ProMetic. This enables ProMetic to gain access to an extended workforce and knowledge base. ProMetic has also recruited experienced professionals in the area of business development, finance and accounting. On a consolidated basis as at December 31, 2008, ProMetic had 112 employees at research and production facilities in Canada, the United States, the Isle of Man and the United Kingdom and through a marketing and project management presence in the United States, Europe and Asia.

### 3.13 Foreign Operations

Most of ProMetic's bioseparation and medical business is conducted on international markets and the Corporation expects this to continue. The majority of ProMetic's expenses are incurred in pounds sterling. The sale of ProMetic's products on international markets is subject to the risks that are normally associated therewith, such as government regulation, import and export license requirements, risks related to tariffs or trade barriers, and political and economic instability. While such risks have not to date had any material adverse effect on ProMetic, there can be no assurance that this will not occur in the future. Currency-related risks primarily concern appreciation of the Canadian dollar against a particular foreign currency. There can be no assurance that the Canadian dollar will not increase in relation to currencies, which could reduce ProMetic's returns on sales of its products expressed in Canadian dollars. Furthermore, there can be no assurance given against major currency fluctuations, which could create sizeable discrepancies in the prices of products in various countries requiring ProMetic to consider reducing its prices in certain currencies in order to balance the relative cost of its products. The Corporation neither holds nor issues financial instruments for commercial or hedging purposes.

### 3.14 Risk Factors

Investors should consider the following risk factors, which are inherent to the Corporation and affect its business, and other information contained in this Annual Information Form, before deciding to purchase securities of the Corporation. If any of the following risks occur, the business, financial condition and operating results of ProMetic could be adversely affected. As a result, the trading price of the Corporation's securities could decline and investors could lose part or all of their investment.

#### 4 – RISKS AND UNCERTAINTIES RELATED TO PROMETIC'S BUSINESS

**The commercial success of the Corporation depends largely on the development and commercialization of its products derived from its Therapeutics Unit and the successful execution on licenses and contracts for its products derived from its Protein Technologies Unit. The failure by the Corporation to do so will have a material adverse effect on the Corporation.** The Corporation's focus in its Therapeutics Unit has been on partnering activities for PBI-1402 and/or its analogues in which it has invested a significant portion of its financial resources and time. Although the Corporation has other compounds and analogues, most are at an earlier stage of development.

The Corporation's focus in its Protein Technologies Unit has been to license technology and develop products related to the bioseparation, pathogen reduction and human plasma-derived therapeutics.

The ability of the Corporation to generate revenues in the future is primarily based on the partnering of its compounds and/or its analogues in its Therapeutics Unit, and the continued successful execution on license agreements and other forms of agreements that are already in place, and execution on additional new license agreements and other form of agreements for its Protein Technologies Unit. There can be no guarantees that any of its compounds or analogues in its Therapeutics Unit will be commercialized since they are still under development. Also, there can be no guarantee of commercialization of these compounds or analogues since they will depend on several factors:

- successful completion of clinical trials;
- timely receipt of regulatory approvals from the FDA and other regulatory agencies;
- market acceptance of the product by the medical community, patients and third-party payers (such as governmental health administration authorities and private health coverage insurers);
- building a marketing and sales force or entering into a commercial agreement with a partner to help the marketing and sale of the compounds and / or analogues;
- maintaining manufacturing and supply agreements to ensure commercial quantities of the compounds and / or analogues through validated processes;
- a change in the number of competitors in the market;
- protecting the Corporation's intellectual property and avoiding patent infringement; and
- any other condition, obligation or requirement that may arise, all of which may delay the Corporation's capacity to generate revenues and will adversely materially affect its financial conditions and operating results.

**The Corporation does not have the required regulatory approval to commercialize its products and cannot guarantee that it will obtain such regulatory approval.** The

commercialization of the Corporation's products first requires the approval of the regulatory agencies in each of the countries where it intends to sell its products. In order to obtain the required approvals, the Corporation must demonstrate, following preclinical and clinical studies, the safety, efficacy and quality of a product. There can be no guarantee that the Corporation will succeed in obtaining regulatory approval from the FDA and the regulatory approvals of agencies in other countries to sell its products. All of the compounds and analogues of the Corporation, including PBI-1402, are still subject to clinical studies and if the results of such studies are not positive, the Corporation may not be in a position to make any filing to obtain the mandatory regulatory approval or it may have to perform additional clinical studies on any of its products until the results support the safety and efficacy of such product, therefore incurring additional delays and costs. The filing of an NDA is complex and the Corporation has never made any filings in order to obtain the regulatory approval of a product. Therefore, the Corporation may rely in part on third-party suppliers to help it perform this task.

Furthermore, the obtaining of regulatory approval is subject to the discretion of regulatory agencies. Therefore, even if the Corporation has obtained positive results relating to the safety and efficacy of a product, a regulatory agency may not accept such results as being conclusive and allow the Corporation to sell its products in its country. A regulatory agency may require that additional tests on the safety and efficacy of a product be conducted prior to granting approval, if any.

Even if the FDA approves a product, there can be no guarantee that other regulatory agencies will approve this product in their respective countries. Even if the Corporation obtains regulatory approval for any of its products, regulatory agencies have the power to limit the indicated use of a product.

Also, the manufacture, marketing and sale of the products will be subject to ongoing and extensive governmental regulation in the country in which the Corporation intends to market its products. For instance, if the Corporation obtains marketing approval for its product in the United States, the marketing of this product will be subject to extensive regulatory requirements administered by the FDA and other regulatory bodies, such as adverse event reporting requirements in compliance with all of the FDA's marketing and promotional requirements. The manufacturing facilities for the Corporation's product will also be subject to continual review and periodic inspection and approval of manufacturing modifications. Manufacturing facilities are subject to inspections by the FDA and must comply with the FDA's Good Manufacturing Practices ("GMP") regulations. Failure to comply with any of these post-approval requirements can result in a series of sanctions, including withdrawal of the right to market a product.

**Clinical trials may not demonstrate a clinical benefit of our product candidates.**

Positive results from pre-clinical studies and early clinical trials should not be relied upon as evidence that later stage or large scale clinical trials will succeed. We will be required to demonstrate with substantial evidence through well-controlled clinical trials that our product candidates are safe and effective for use in a diverse population before we can seek regulatory approvals for their commercial sale. Success in early clinical trials does not mean that future clinical trials will be successful because product candidates in later stage clinical trials may fail to demonstrate sufficient safety and efficacy to the satisfaction of regulatory authorities despite having progressed through initial clinical trials.

Even after the completion of Phase III clinical trials, regulatory authorities may disagree with our clinical trial design and our interpretation of data, and may require us to conduct additional clinical trials to demonstrate the efficacy of our product candidates.

**The success of our product candidates is influenced by our collaborations with our partners.** Any adverse developments in our relationship with our partners could materially harm our business. We are subject to a number of risks associated with any collaboration that could be entered into for the development of our product candidates, including the risk that these collaborators may terminate the license agreement(s) upon the occurrence of certain specified events, including a material breach by the Corporation of any of its obligations under the respective agreements.

**Our product candidates may cause undesirable and potentially serious side effects during clinical trials that could delay or prevent their regulatory approval or commercialization.** Undesirable side effects caused by any of our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in the denial of regulatory approval by regulatory authorities for any or all targeted indications. This, in turn, could prevent us from commercializing our product candidates and generating revenues from their sale. In addition, if our product candidates receive marketing approval and we or others later identify undesirable side effects caused by the product:

- Regulatory authorities may withdraw their approval of the product;
- We may be required to recall the product, change the way the product is administered, conduct additional clinical trials or change the labelling of the product;
- A product may become less competitive and product sales may decrease; or
- Our reputation may suffer.

Any one or a combination of these events could prevent us from achieving or maintaining market acceptance of the affected product or could substantially increase the costs and expenses of commercializing the product, which in turn could delay or prevent us from generating significant revenues from the sale of the product.

Recent events have raised questions about the safety of marketed drugs and may result in increased cautiousness by the FDA in reviewing new drugs based on safety, efficacy or other regulatory considerations and may result in significant delays in obtaining regulatory approvals, additional clinical trials being required, or more stringent product labelling requirements. Any delay in obtaining, or inability to obtain, applicable regulatory approvals would prevent us from commercializing our product candidates.

**The Corporation's financial condition could be affected by the introduction of new regulations or amendments to existing regulations.** New legislation or changes to existing legislation affecting the Corporation and its potential customers could decrease demand for the Corporation's products and affect its results of operation and financial condition. For example, the implementation of health care reform legislation that regulates drug costs could limit the profits that could be made from the development of new drugs. In addition, new laws or regulations could increase the Corporation's costs.

**The Corporation may rely on third party suppliers of services to conduct its preclinical and clinical studies and the failure by such third parties to comply with their obligations may delay the studies and/or have an adverse effect on the Corporation's development program.** The Corporation has limited resources to conduct preclinical and clinical studies and may rely on third-party suppliers of services to conduct its studies. If the Corporation's third-party suppliers of services become unavailable for any reason, including as a result of the failure to comply with the rules and regulations governing the conduct of preclinical and clinical studies, operational failures, such as equipment failures or unplanned facility shutdowns, damage from any event, including fire, flood, earthquake, business restructuring or insolvency, or if they fail to perform their contractual obligations pursuant to the terms of the agreements entered into with the Corporation, such as failing to do the testing, compute the data or complete the reports further to the testing, the Corporation may incur delays in connection with the planned timing of its studies which could adversely affect the timing of the development program of a molecule or delay the filing of an NDA. If the damage to any of the Corporation's third-party suppliers of services is extensive or if, for any reason, such suppliers do not operate in compliance with Good Clinical Practices ("GCP") or are unable or refuse to perform their contractual obligations, the Corporation will need to find alternative third-party suppliers of services.

If the Corporation must change or select new third-party suppliers of services, the timing of the work related to preclinical and/or clinical studies could be delayed since the number of competent and reliable third-party suppliers to conduct preclinical and clinical work in compliance with Good Laboratory Practices ("GLP") is limited. Any selection of new third-party suppliers to carry out work related to preclinical and clinical studies will be time-consuming and will result in additional delays in receiving data, analysis and reports from such third-party suppliers which, in turn, will delay the obtaining of regulatory approval to commercialize the Corporation's products. Furthermore, such delays could increase the Corporation's expenditures to develop a product and materially adversely affect its operating results and financial condition.

**Failure to recruit and enrol patients for clinical trials may cause the development of our product candidates to be delayed.** We may encounter delays or rejections if we are unable to recruit and enrol enough patients to complete clinical trials. Some of the common delays may be caused by slower than expected approvals by ethics review boards and patient availability. Patient enrolment depends on many factors, including the size of the patient population, the nature of the protocol, the proximity of patients to clinical sites and the eligibility criteria for the clinical trial. Any delays in planned patient enrolment may result in delays to our product development and increased development costs, which could harm our ability to develop products.

**Our drug development activities could be delayed or stopped.** We do not know whether any of our ongoing or planned clinical trials will proceed or be completed on schedule, or at all. The commencement of our planned clinical trials could be substantially delayed or prevented by several factors, including:

- limited number of, and competition for, suitable patients with the indications required for enrolment in our clinical trials;
- limited number of, and competition for, suitable sites to conduct our clinical trials;

- delay or failure to obtain FDA or non-U.S. regulatory agencies' approval or agreement to commence a clinical trial;
- delay or failure to obtain sufficient supplies of the product candidate for our clinical trials;
- delay or failure to reach agreement on acceptable clinical trial agreement terms or clinical trial protocols with prospective sites or investigators; and
- delay or failure to obtain IRB approval to conduct a clinical trial at a prospective site.

The completion of our current clinical trials could also be substantially delayed or prevented by several factors, including:

- slower than expected rates of patient recruitment and enrolment;
- failure of patients to complete the clinical trial;
- unforeseen safety issues;
- lack of efficacy evidenced during clinical trials;
- termination of our clinical trials by one or more clinical trial sites;
- inability or unwillingness of patients or medical investigators to follow our clinical trial protocols;
- inability to monitor patients adequately during or after treatment; and
- introduction of competitive products that may impede our ability to retain patients in our clinical trials.

Our clinical trials may be suspended or terminated at any time by the FDA, other regulatory authorities, the IRB overseeing the clinical trial at issue, any of our clinical trial sites with respect to that site, or us. Any failure or significant delay in completing clinical trials for our product candidates could materially harm our financial results and the commercial prospects for our product candidates.

**Market acceptance of the Corporation's products is uncertain and depends on a variety of factors, some of which are not under the control of the Corporation.** The Corporation's ability to commercialize its products with success will depend on a variety of factors. One of these is the extent to which reimbursement to patients for the cost of such products and related treatment will be available from governmental health administration authorities, private health coverage insurers and other organizations. Obtaining reimbursement approval for a product is time-consuming and a costly process that could require the Corporation to provide supporting scientific, clinical and cost effectiveness data for the use of a product. There can be no guarantee the Corporation's data will be positive enough for third-party payers to accept to reimburse a Corporation product.

The Corporation has never made any application to seek reimbursement of a drug and must, therefore, rely in part on third-party suppliers of services to help it perform this task.

Other factors that will have an impact on the acceptance of the Corporation's products include:

- acceptance of the products by physicians and patients as safe and effective treatments;
- product price;
- the effectiveness of the Corporation's sales and marketing efforts (or those of its commercial partner);
- storage requirements and ease of administration;
- dosing regimen;
- safety and efficacy;
- prevalence and severity of side effects; and
- competitive products.

**If government and third party payors fail to provide coverage and adequate reimbursement rates for our product candidates, our revenues and potential for profitability will be reduced.** Our product revenues will depend principally upon the reimbursement rates established by third party payors, including government health administration authorities, managed-care providers, public health insurers, private health insurers and other organizations. These third party payors are increasingly challenging the price, and examining the cost effectiveness, of medical products and services. In addition, significant uncertainty exists as to the reimbursement status, if any, of newly approved drugs, pharmaceutical products or product indications. We may need to conduct post-marketing clinical trials in order to demonstrate the cost-effectiveness of products. Such clinical trials may require us to commit a significant amount of management time and financial and other resources. If reimbursement of such product is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, our revenues could be reduced.

**The Corporation may rely on third parties for the manufacture and supply of its products and such reliance may adversely affect the Corporation if the third parties are unable to fulfill their obligations.** The Corporation may not have the resources, facilities or experience to manufacture its products in large quantities on its own. The Corporation may rely on third parties to manufacture and supply products for clinical studies and, unless the Corporation deems the manufacture of this product feasible and profitable if it is approved for commercialization, it may rely on third parties for some time to manufacture and supply large quantities of product for commercial sales. The Corporation's reliance on third-party manufacturers will expose it to a number of risks. If third-party manufacturers become unavailable to the Corporation for any reason, including as a result of the failure to comply with GMP regulations, manufacturing problems or other operational failures, such as equipment failures or

unplanned facility shutdowns required to comply with GMP, damage from any event, including fire, flood, earthquake, business restructuring or insolvency, or if they fail to perform their contractual obligations under agreements with the Corporation, such as failing to deliver the quantities requested on a timely basis, the Corporation may be delayed in manufacturing product and could be unable to meet the regulatory requirements of the FDA or other regulatory agencies to obtain market approval for its product. Any such event could delay the supply of a product to conduct clinical trials and, if a product has reached commercialization, could prevent the supply of the product and adversely affect the revenues of the Corporation. If the damage to a third-party manufacturer facility is extensive, or, for any reason, it does not operate in compliance with GMP or is unable or refuses to perform its obligations under its agreement with the Corporation, the Corporation will need to find an alternative third-party manufacturer. The selection of a third-party manufacturer will be time-consuming and costly since the Corporation will need to validate the manufacturing facility of such new third-party manufacturer. The validation will include an assessment of the capacity of such third-party manufacturer to produce the quantities that may be requested from time to time by the Corporation, the manufacturing process and its compliance with GMP. In addition, the third-party manufacturer will have to familiarize itself with the Corporation's technology. Any delay in finding an alternative third-party manufacturer of a product could result in a shortage of such product, delay clinical study programs and the filing for regulatory approval of a product, and deprive the Corporation of potential product revenues.

**The Corporation may build its own sales force or enter into a commercial agreement with a third party for the sale and marketing of its products and there is no guarantee that the Corporation will be able to achieve one of these tasks.** The Corporation currently has limited marketing capabilities and a minimal sales force. In addition, the Corporation has limited experience in developing, training or managing a marketing or sales force. In order to commercialize its products, the Corporation must either develop its own sales force or enter into a commercial agreement with a third party. The development of a sales force is costly and will be time-consuming given the limited experience the Corporation has in that respect. To the extent the Corporation develops a sales force, the Corporation will be competing against companies who have more experience managing a sales force than the Corporation and access to more funds than the Corporation with which to manage a sales force. Consequently, there can be no guarantee that the sales force that the Corporation would develop would be efficient and would maximize the revenues derived from the sale of the Corporation's products.

Finding a third party for the sale and commercialization of a product is a lengthy process which includes the assessment of the services to be performed by the third party, a due diligence on the Corporation's products and the negotiation of the terms and conditions of a commercial agreement. The outcome of this process is uncertain and the Corporation may not be able to conclude a commercial agreement. If such an event occurs, the Corporation could have to delay the launch of its products which could adversely materially affect the financial conditions and the operating results of the Corporation.

**The failure by the Corporation to protect its intellectual property may have a material adverse effect on its ability to develop and commercialize its products.** The Corporation will be able to protect its intellectual property rights from unauthorized use by third parties only to the extent that its intellectual property rights are covered by valid and enforceable patents or are effectively maintained as trade secrets. The

Corporation tries to protect its intellectual property position by filing patent applications related to its proprietary technology, inventions and improvements that are important to the development of its business. Because the patent position of pharmaceutical companies involves complex legal and factual questions, the issuance, scope and enforceability of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated or circumvented. If the Corporation's patents are invalidated or found to be unenforceable, it will lose the ability to exclude others from making, using or selling the inventions claimed. Moreover, an issued patent does not guarantee the Corporation the right to use the patented technology or commercialize a product using that technology. Third parties may have blocking patents that could be used to prevent the Corporation from developing its product candidates, selling its products or commercializing its patented technology. Thus, patents that the Corporation owns may not allow it to exploit the rights conferred by its intellectual property protection. The Corporation's pending patent applications may not result in patents being issued. Even if issued, they may not be issued with claims sufficiently broad to protect its products and technologies or may not provide the Corporation with a competitive advantage against competitors with similar products or technologies. Furthermore, others may independently develop products or technologies similar to those that the Corporation has developed or discover the Corporation's trade secrets. In addition, the laws of many countries do not protect intellectual property rights to the same extent as the laws of Canada and the United States, and those countries may also lack adequate rules and procedures for defending intellectual property rights effectively. Although the Corporation has received many patents for its products, there can be no guarantee that the Corporation will receive patents in countries where it files patent applications for its products. As a result, the validity and enforceability of our patents cannot be predicted with certainty. In addition, we cannot guarantee that:

- we or our licensors were the first to make the inventions covered by each of our issued patents and pending patent applications;
- we or our licensors were the first to file patent applications for these inventions;
- others will not independently develop similar or alternative technologies or duplicate any of our or our licensors' technologies;
- any of our or our licensors' pending patent applications will result in issued patents;
- any of our or our licensors' patents will be valid or enforceable;
- any patents issued to us or our licensors and collaboration partners will provide us with any competitive advantages, or will not be challenged by third parties;
- we will develop or in-license additional proprietary technologies that are patentable; or
- the patents of others will not have an adverse effect on our business.

The Corporation also relies on trade secrets, know-how and technology, which are not protected by patents, to maintain its competitive position. The Corporation tries to protect this information by entering into confidentiality undertakings with parties that have access to it, such as the Corporation's current and prospective suppliers, employees and

consultants. Any of these parties may breach the undertakings and disclose our confidential information to the Corporation's competitors. Enforcing a claim that a third party illegally obtained and is using trade secrets is expensive and time consuming and the outcome is unpredictable. In addition, it could divert management's attention. If any trade secret, know-how or other technology not protected by a patent were to be disclosed to or independently developed by a competitor, the Corporation's competitive position could be harmed.

**The Corporation may not be able to protect its intellectual property rights throughout the world.** Filing, prosecuting and defending patents on all of our product candidates and products, when and if we have any, in every jurisdiction would be prohibitively expensive. Competitors may use our technologies in jurisdictions where we or our licensors have not obtained patent protection to develop our own products. These products may compete with our products, when and if we have any, and may not be covered by any of our or our licensors' patent claims or other intellectual property rights.

The laws of some non-Canadian countries do not protect intellectual property rights to the same extent as the laws of Canada, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favour the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology and/or pharmaceuticals, which could make it difficult for us to stop the infringement of our patents. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business.

**The patent protection for our product candidates or products may expire before we are able to maximize their commercial value which may subject us to increased competition and reduce or eliminate our opportunity to generate product revenue.** The patents for our product candidates have varying expiration dates and, when these patents expire, we may be subject to increased competition and may not be able to recover our development costs. In some of the larger economic territories, such as Canada, the United States and Europe, patent term extension/restoration may be available to compensate for time taken during aspects of the product candidate's regulatory review. However, we cannot be certain that an extension will be granted, or if granted, what the applicable time period or the scope of patent protection afforded during any extended period will be. In addition, even though some regulatory agencies may provide some other exclusivity for a product candidate under our own laws and regulations, we may not be able to qualify the product candidate or obtain the exclusive time period.

If we are unable to obtain patent term extension/restoration or some other exclusivity, we could be subject to increased competition and our opportunity to establish or maintain product revenue could be substantially reduced or eliminated. Furthermore, we may not have sufficient time to recover our development costs prior to the expiration of our Canadian and non-Canadian patents.

**We may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights and we may be unable to protect our rights to, or use of, our technology.** If we choose to go to court to stop someone else from using the inventions claimed in our patents or licensed patents, that individual or corporation has the right to ask the court to rule that these patents are

invalid and/or should not be enforced against that third party. These lawsuits are expensive and would consume time and other resources even if we were successful in stopping the infringement of these patents. In addition, there is a risk that the court will decide that these patents are invalid or unenforceable and that we do not have the right to stop the other party from using the inventions. There is also the risk that, even if the validity of these patents is upheld, the court will refuse to stop the other party on the ground that such other party's activities do not infringe our rights.

If we wish to use the technology or compound claimed in issued and unexpired patents owned by others, we will need to obtain a license from the owner, enter into litigation to challenge the validity or enforceability of the patents or incur the risk of litigation in the event that the owner asserts that we infringed our patents. The failure to obtain a license to technology or the failure to challenge an issued patent that we may require to develop or commercialize our product candidates may have a material adverse impact on us.

If a third party asserts that we infringed their patents or other proprietary rights, we could face a number of risks that could seriously harm our results of operations, financial condition and competitive position, including:

- patent infringement and other intellectual property claims, which would be costly and time consuming to defend, whether or not the claims have merit, and which could delay the regulatory approval process and divert management's attention from our business;
- substantial damages for past infringement, which we may have to pay if a court determines that our product candidates or technologies infringe a competitor's patent or other proprietary rights;
- a court prohibiting us from selling or licensing our technologies or future drugs unless the third party licenses our patents or other proprietary rights to us on commercially reasonable terms, which it is not required to do; and
- if a license is available from a third party, we may have to pay substantial royalties or lump sum payments or grant cross licenses to our patents or other proprietary rights to obtain that license.

The biotechnology industry has produced a proliferation of patents, and it is not always clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. If we are sued for patent infringement, we would need to demonstrate that our product candidates or methods of use either do not infringe the patent claims of the relevant patent and/or that the patent claims are invalid, and we may not be able to do this. Proving invalidity, in particular, is difficult since it requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents.

Canadian patent laws as well as the laws of some foreign jurisdictions provide for provisional rights in published patent applications beginning on the date of publication, including the right to obtain reasonable royalties, if a patent is subsequently issued and certain other conditions are met. While we believe that there may be multiple grounds on which to challenge the validity of the Canadian patent and the foreign counterparts, we cannot predict the outcome of any invalidity challenge. Alternatively, it is possible that we

may determine it prudent to seek a license from the patent holder to avoid potential litigation and other potential disputes. We cannot be sure that a license would be available to us on acceptable terms, or at all.

Because some patent applications in the United States may be maintained in secrecy until the patents are issued, because patent applications in Canada and many foreign jurisdictions are typically not published until 18 months after filing, and because publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by our licensors' issued patents or our pending applications or our licensors' pending applications, or that we or our licensors were the first to invent the technology.

Patent applications filed by third parties that cover technology similar to our may have priority over our or our licensors' patent applications and could further require us to obtain rights to issued patents covering such technologies. If another party files a United States patent application on an invention similar to ours, we may elect to participate in or be drawn into an interference proceeding declared by the U.S. PTO to determine priority of invention in the United States. The costs of these proceedings could be substantial, and it is possible that such efforts would be unsuccessful, resulting in a loss of our United States patent position with respect to such inventions.

Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations. We cannot predict whether third parties will assert these claims against us or against our licensors, or whether those claims will harm our business. If we are forced to defend against these claims, whether they are with or without any merit, whether they are resolved in favour of or against us or our licensors, we may face costly litigation and diversion of management's attention and resources. As a result of these disputes, we may have to develop costly non-infringing technology, or enter into licensing agreements. These agreements, if necessary, may be unavailable on terms acceptable to us, if at all, which could seriously harm our business or financial condition.

**The Corporation's commercial success depends, in part, on its ability not to infringe on third parties' patents and other intellectual property rights.** The Corporation's capacity to commercialize its products, will depend, in part, on the non-infringement of third parties' patents and other intellectual property rights. The biopharmaceutical and pharmaceutical industries have produced a multitude of patents and it is not always clear to participants, including the Corporation, which patents cover various types of products or methods of use. The scope and breadth of patents is subject to interpretation by the courts and such interpretation may vary depending on the jurisdiction where the claim is filed and the court where such claim is litigated. The holding of patents by the Corporation for its products and their applications does not guarantee that the Corporation is not infringing on other third parties' patents and there can be no guarantee that the Corporation will not be in violation of third parties' patents and other intellectual property rights. Patent analysis for non-infringement is based in part on a review of publicly available databases. Although the Corporation reviews from time to time certain databases to conduct patent searches, it does not have access to all databases. It is also possible that some of the information contained in the databases has not been reviewed by the Corporation or was found to be irrelevant at the time the searches were conducted. In addition, because patents take years to be issued, there

may be currently pending applications that the Corporation is unaware of which may later be issued. As a result of the foregoing, there can be no guarantee that the Corporation will not violate third-party patents. Because of the difficulty in analyzing and interpreting patents, there can be no guarantee that a third party will not assert that the Corporation infringes upon any of its patents or any of its other intellectual property rights.

Under such circumstances, there is no guarantee that the Corporation will not become involved in litigation. Litigation with any third party, even if the allegations are without merit, is expensive, time-consuming and will divert management's attention from the daily execution of the Corporation's business plan. Litigation implies that a portion of the Corporation's financial assets would be used to sustain the costs of litigation instead of being allocated to further the development of its business plan. If the Corporation is involved in patent infringement litigation, it will need to demonstrate that its products do not infringe the patent claims of the relevant patent, that the patent claims are invalid or that the patent is unenforceable. If the Corporation was found liable for infringement of third parties' patents or other intellectual property rights, the Corporation could be required to enter into royalty or licensing agreements on terms and conditions that may not be favourable to the Corporation, and/or pay damages, including up to treble damages (but only if found liable of willful infringement) and/or cease the development and commercialization of its products. Any finding that the Corporation is guilty of patent infringement could materially adversely affect the business, financial conditions and operating results of the Corporation.

The Corporation has not been served with any notice that it is infringing on a third party patent, but there may be issued patents that the Corporation is unaware of that its products may infringe, or patents that the Corporation believes it does not infringe but could be found to be infringing.

**The Corporation faces competition and the development of new products by other companies could materially adversely affect the Corporation's business and its products.** The biopharmaceutical and pharmaceutical industries are highly competitive and the Corporation must compete with pharmaceutical companies, biotechnology companies, academic and research institutions as well as governmental agencies for the development and commercialization of products. Some of these competitors develop products in the indications in which the Corporation is involved and could be considered direct or indirect competitors.

In the other indications currently being studied by the Corporation for development, there may exist companies that are at a more advanced stage of developing a product to treat those diseases than the Corporation is. Some of these competitors have capital resources, research and development personnel and facilities that are superior to the Corporation's. In addition, some competitors are more experienced than the Corporation in the commercialization of medical products and already have a sales force in place to launch new products. Consequently, they may be able to develop alternative forms of medical treatment which could compete with the products of the Corporation and commercialize them more rapidly and effectively than the Corporation.

**The Corporation depends on its key personnel to research, develop and bring new products to the market and the loss of key personnel or the inability to attract highly qualified individuals could have a material adverse effect on its business and growth potential.** The Corporation's mission is to discover or acquire novel

therapeutic products targeting unmet medical needs in attractive specialty markets. The achievement of this mission requires qualified scientific and management personnel. The loss of scientific personnel or of members of management could have a material adverse effect on the business of the Corporation. In addition, the Corporation's growth is and will continue to be dependent, in part, on its ability to retain and hire qualified scientific personnel. There can be no guarantee that the Corporation will be able to continue to retain its current employees or will be able to attract qualified personnel to pursue its business plan.

**The Corporation is not profitable and may never achieve profitability.** The Corporation has been reporting losses since its inception. The Corporation will need to generate significant revenues to achieve profitability. There is no guarantee that the Corporation will succeed in commercializing its products, controlling its expenses and developing additional products, and, therefore, it may never become profitable.

**The Corporation may require additional funding and may not be able to raise the capital necessary to continue and complete the research and development of its products and their commercialization.** The Corporation generates revenues but is not profitable and may need financing in order to continue its activities. In the past, the Corporation has been financed through public equity offerings and the Corporation may effect additional equity offerings to raise capital, the size of which cannot be predicted. The issuance and sales of substantial amounts of equity or other securities, or the perception that such issuances and sales may occur, could adversely affect the market price of the common shares.

Moreover, the market conditions or the business performance of the Corporation may prevent it from having access to the public market in the future. Therefore, there can be no guarantee that the Corporation will be able to continue to raise capital by way of public equity offerings. In such a case, the Corporation will have to use other means of financing, such as issuing debt instruments or entering into private financing agreements, the terms and conditions of which may not be favourable to the Corporation. If adequate funding is not available to the Corporation, it may be required to delay, reduce or eliminate its research and development of new products, its clinical trials or its marketing and commercialization efforts to launch and distribute new products.

**The Corporation may not achieve its publicly announced milestones in due time.** From time to time, the Corporation publicly announces the timing of the occurrence of certain events. These statements are forward-looking and are based on management's best estimate relating to the occurrence of such events. However, the actual timing of such events may differ from what has been publicly disclosed. These variations may occur as a result of a series of events, including the nature of the results obtained during a clinical trial or during a research phase, problems with a supplier or any other event having the effect of delaying the timeline publicly announced. The Corporation's policy on forward-looking information consists in not updating it if the publicly disclosed timeline varies. Any variation in the timing of certain events having the effect of postponing such events could have an adverse material effect on the business plan, financial conditions or operating results of the Corporation.

**The development and commercialization of drugs could expose the Corporation to liability claims which could exceed its insurance coverage.** A risk of product liability claims is inherent in the development and commercialization of human therapeutic

products. Product liability insurance is very expensive and offers limited protection. A product liability claim against the Corporation could potentially be greater than the coverage offered and, therefore, have a material adverse effect upon the Corporation and its financial position. Furthermore, a product liability claim could tarnish the Corporation's reputation, whether or not such claims are covered by insurance or are with or without merit.

**The Corporation may not receive the full payment of all milestones or royalty payments pursuant to the agreements entered into with third parties and, consequently, the financial conditions and the operating results of the Corporation could be adversely impacted.** The Corporation has entered into license agreements and other forms of agreements with third parties regarding the development and commercialization of some of its technologies and products. These agreements generally require that the third party pays to the Corporation certain amounts upon the attainment of various milestones and possibly include royalties on the sale of the developed product. There can be no guarantee that the Corporation will receive the payments described in those agreements since the development of the products may be cancelled if the research does not yield positive results. Under such circumstances, the Corporation would not receive royalties as well. Even if the development of a product yields positive results, all of the risks described herein with respect to the obtaining of regulatory approval are applicable. Finally, if there occurs a disagreement between the Corporation and the third party, the payment relating to the attainment of milestones or of royalties may be delayed. The occurrence of any of those circumstances could have a material adverse effect on the Corporation's financial condition and operating results.

**If we breach any of the agreements under which we license rights to our product candidates or technology from third parties, we could lose license rights that are important to our business. Certain of our license agreements may not provide an adequate remedy for their breach by the licensor.** We in-license the development and commercialization rights for certain product candidates, and we expect to enter into similar licenses in the future. Under these licenses we are subject to various obligations, including royalty and milestone payments, annual maintenance fees, limits on sublicensing, insurance obligations and the obligation to use commercially reasonable best efforts to develop and exploit the licensed technology. If we fail to comply with any of these obligations or otherwise breach these agreements, our licensors may have the right to terminate the license in whole or in part or to terminate the exclusive nature of the license. Loss of any of these licenses or the exclusivity rights provided therein could harm our financial condition and operating results.

We may be subject to damages resulting from claims that we, or our employees or consultants, have wrongfully used or disclosed alleged trade secrets of third parties. Many of our employees were previously employed, and certain of our consultants are currently employed, at universities, public institutions, biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although we have not received any claim to date, we may be subject to claims that we, or these employees or consultants, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of these current or former employers. Litigation may be necessary to defend against these claims.

If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. We may be subject to claims that employees of our partners or licensors of technology licensed by us have inadvertently

or otherwise used or disclosed trade secrets or other proprietary information of their former employers. We may become involved in litigation to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel.

**The Corporation's common share price is volatile and investors could lose money as a result of such volatility.** The market price of the Corporation's common shares is subject to volatility. General market conditions as well as differences between the Corporation's financial, scientific and clinical results and the expectations of investors as well as securities analysts can have a significant impact on the trading price of the Corporation's common shares. In recent years, the stocks of many biopharmaceutical companies have experienced extreme price fluctuations, unrelated to the operating performance of the affected companies. There can be no assurance that the market price of the common shares will not continue to experience significant fluctuations in the future, including fluctuations that are unrelated to the Corporation's performance. The occurrence of any of the above risks and uncertainties could have a material adverse effect on the price of the common shares.

## 5 – DIVIDENDS

To date, and despite not having any restriction preventing it from doing so, the Corporation has not paid any dividends in respect of any class of shares in its share capital, and it does not anticipate paying dividends in the foreseeable future. At the present time, the policy of the Board of Directors of the Corporation is to reinvest all available funds in operating activities.

## 6 – DESCRIPTION OF CAPITAL STRUCTURE

Pursuant to articles of amendment dated May 15, 2008, whereby the Subordinate Voting Shares were re-designated as Common Shares, and the Multiple Voting Shares were repealed, the Corporation is authorized to issue an unlimited number of Common Shares, and an unlimited number of preferred shares issuable in series. Two series of preferred shares are currently authorized: one million fifty thousand (1,050,000) Preferred Shares Series A and nine hundred fifty thousand (950,000) Preferred Shares Series B.

### **Common Shares**

The holders of Common Shares are entitled to one vote per share at all meetings of the shareholders, and are entitled to receive dividends, as may be declared from time to time by the directors of the Corporation. In the event of the voluntary (or involuntary) liquidation, dissolution, winding-up or other distribution of the assets of the Corporation, the holders of Common Shares are entitled to receive the remaining property of the Corporation, subject to the preference rights of the holders of Preferred Shares.

#### *Take-Over Bid Protection*

At the Corporation's annual meeting of its shareholders held on May 3, 2006, two shareholders rights plans were adopted, and came into force.

The rights issued under the first plan will become exercisable only if a person or entity acquires or announces an intention to acquire shares for a total ownership of 20% or

more of the Corporation's outstanding Common Shares in an unsolicited takeover bid, unless such acquisition meets certain requirements intended to protect the interests of all shareholders in a "permitted bid". Each such right will entitle its holder to purchase Common Shares of the Corporation at a substantial discount to the market value of such shares at the time of exercise. A "permitted bid" is one made to all shareholders by way of a takeover bid circular prepared in accordance with applicable securities laws, which remains open for a minimum of sixty (60) days, and is accepted by the holders of not less than 50% of the shares held by shareholders other than the proposed acquiror and its related parties, among other conditions. In certain cases, the bid must be extended to allow more time for shareholders to tender.

The second shareholder rights plan seeks to maximize shareholder value by spinning-off the Corporation's subsidiary PBI, to the benefit of all shareholders in the event of an unsolicited takeover bid. Therapeutics in development by this subsidiary have a high potential value and, for that reason, could induce an interested party to make a hostile takeover bid on ProMetic. This spin-off shareholder rights plan reduces the incentive for an offeror to avail itself of a low market capitalization of the Corporation through a takeover bid, instead of negotiating a commercial transaction that reflects the full value for PBI's rights and other assets. Rights issued under this second shareholder rights plan will become exercisable in the event of an unsolicited offer and will entitle their holders to purchase Class A shares of PBI at an exercise price of \$0.00001 per subsidiary share, the whole subject to compliance with securities laws.

Rights under each shareholder rights plan were issued to all shareholders. They are automatically attached to all Common Shares of the Corporation (previously named Subordinate Voting Shares) already issued and outstanding on the date the plans came into force. Rights will also be issued thereafter upon any future issuance of Common Shares of the Corporation prior to Separation Time (as defined under each plan). Under each plan, the bidder or bidders and persons acting in concert with them will not be entitled to exercise such rights and the Corporation may redeem all rights at any time prior to a takeover.

### ***Preferred Shares***

The directors of the Corporation may issue Preferred Shares in one or more series, each series to consist of such number of shares as determined by the directors, which may also fix the designation, rights, restrictions, conditions and limitations to be attached to the Preferred Shares of each series.

The holders of Preferred Shares do not have any voting rights for the election of directors or for any other purpose, nor are they entitled to attend meetings of the shareholders, except as to any amendment to the rights, privileges, restrictions and conditions attached to the Preferred Shares, which amendment must be approved by at least 2/3 of the votes cast at a meeting of the holders of Preferred Shares called for that purpose.

The holders of Preferred Shares are entitled to dividends, and have preference over the other classes of shares with respect to payment of dividends.

In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation, the holders of Preferred Shares are entitled to receive in preference to the holders of any other classes of shares: (i) an amount

equal to the amount paid up on such shares, together with, in the case of cumulative dividends, all unpaid cumulative dividends and, in the case of non-cumulative dividends, all declared and unpaid non-cumulative dividends, and (ii) if the liquidation, dissolution, winding-up or distribution is voluntary, an additional amount equal to the premium, if any, that would have been payable on the redemption of the Preferred Shares.

The Preferred Shares are redeemable or may be purchased for cancellation by the Corporation at such times and at such prices and upon such conditions as may be specified in the rights, privileges, restrictions and conditions attached to the relevant series.

#### *Preferred Shares Series A*

The holders of Preferred Shares Series A are entitled to a preferential cumulative cash dividend at the rate of 12% per year, calculated on a monthly basis for the quarterly period ending on the day immediately preceding each new calendar quarter. They are redeemable for cash or convertible into Common Shares, and purchasable by the Corporation for cancellation. The Preferred Shares Series A are convertible, at the option of the holder, into such number of Common Shares obtained (i) in respect of amounts paid up with respect to the Series A Preferred Shares, by dividing the amount paid up on such shares to be converted by a conversion price subject to adjustments, and (ii) in respect of the unpaid dividends accumulated thereon, by dividing the amount of unpaid dividends accumulated in respect of the shares to be converted by the weighted average trading prices per share of the Common Shares on the Toronto Stock Exchange during the twenty (20) trading days immediately preceding the conversion.

#### *Preferred Shares Series B*

The rights, privileges, restrictions and conditions attached to the Preferred Shares Series B are the same as those attached to the Preferred Shares Series A, except for the applicable conversion price.

## **7 – MARKET FOR SECURITIES**

### **7.1 Trading Price and Volume**

The Corporation's Common Shares are listed on the Toronto Stock Exchange under the symbol "PLI".

Date	High	Low	Close	Volume
01/2008	0.49	0.46	0.47	4,972,900
02/2008	0.47	0.43	0.45	17,727,600
03/2008	0.45	0.42	0.43	6,866,200
04/2008	0.41	0.39	0.40	5,548,500
05/2008	0.40	0.37	0.39	9,944,300

Date	High	Low	Close	Volume
06/2008	0.40	0.38	0.39	4,789,900
07/2008	0.36	0.34	0.35	6,057,200
08/2008	0.35	0.32	0.33	6,782,100
09/2008	0.28	0.24	0.26	17,126,500
10/2008	0.17	0.14	0.16	14,527,600
11/2008	0.10	0.09	0.09	34,913,700
12/2008	0.12	0.11	0.11	16,549,800

## 8 – ESCROWED SECURITIES

To the knowledge of the Corporation, the following number of securities of the class identified below, are held in escrow:

### Escrowed Securities

Designation of Class	Number of Securities held in Escrow	Percentage of Class
Common Shares	450,000	0.14%

Such shares were placed in escrow with Computershare Trust Company of Canada, as escrow agent, by Mr. Pierre Laurin, President and Chief Executive Officer of the Corporation, as security for a non-interest bearing loan by the Corporation in the amount of \$450,000 due on or before December 31, 2009, or on such earlier date on which Mr. Laurin is neither an employee of, nor consultant whose services are retained by, the Corporation. The above shares will be released from escrow upon repayment of the loan by Mr. Laurin, on the basis of one share per dollar repaid.

## 9 – DIRECTORS AND OFFICERS

### 9.1 Directors and Officers

The two following tables set out the names, province or state of residence of the directors and officers of the Corporation, their positions with the Corporation, their present principal occupation and, when they are directors of the Corporation, the year in which they were appointed. The present term of each director will expire immediately prior to the next annual meeting of the shareholders of the Corporation.

## Directors

Name and Province or State of Residence	Position with the Corporation	Director Since	Principal occupation
Pierre Laurin Québec, Canada	Director and Chairman	1994	Chairman, President and Chief Executive Officer ProMetic
G.F. Kym Anthony Ontario, Canada	Director	2005	Deputy Chair, Research Capital Corporation (investment dealer) as well as Chair, DFG Investment Advisers (investment and asset manager)
John Bienenstock, CM, MD (Hon) FRCP, FRCPC, FRSC <sup>(2)</sup> Ontario, Canada	Director	2000	Professor at the Faculty of Health Sciences, McMaster University & Director, Brain-Body Institute St. Joseph's Healthcare Hamilton
Roger Garon <sup>(1)(3)</sup> Québec, Canada	Director	1995	Chairman, Multivet International Inc. (a veterinary products company)
Barry H. Gibson Florida, USA	Director	1994	Consultant & Owner of Aroma-Tec Industries Inc.
Robert Lacroix <sup>(1)(2)</sup> Québec, Canada	Director	2000	Senior Vice-President and Chief Financial Officer, CTI Capital Securities Inc. (an investment dealer company)

<b>Name and Province or State of Residence</b>	<b>Position with the Corporation</b>	<b>Director Since</b>	<b>Principal occupation</b>
Bruce Wendel Los Angeles, United States	Director	2008	Executive Vice-President, Corporate Development, Abraxis BioScience
Benjamin Wygodny <sup>(1)(2)(3)</sup> Quebec, Canada	Lead Independent Director	2006	President of Angus Partnership Inc. and other companies involved in private equity investment and realty development

- 1) Member of the Audit Committee.  
2) Member of the Corporate Governance Committee.  
3) Member of the Compensation Committee.

Mr. Bruce Wendel was granted a seat on the Board of Directors pursuant to a strategic alliance entered into between ProMetic and Abraxis BioScience. He was appointed director of the Corporation on December 10, 2008, and fills a vacancy created further to Mr. Guttman's resignation on July 8, 2008.

During the last five (5) years, all of the above directors have held the principal occupation shown above opposite their respective names, except for:

- Mr. Kym Anthony who, prior to his present occupation, was President and Chief Executive Officer of Dundee Securities Corp., a brokerage firm. Mr. Anthony also served as President and Chief Executive Officer of National Bank Financial Inc., a brokerage company, from November 1998 to July 2005.

### Officers

<b>Name and Province or State of Residence</b>	<b>Position</b>	<b>With ProMetic Since</b>
Pierre Laurin Québec, Canada	Chairman of the Board, President and Chief Executive Officer, ProMetic	1994
Bruce Pritchard Hertfordshire, UK	Chief Financial Officer	2006
Patrick Sartore Québec, Canada	Senior Legal Counsel – Intellectual Property and Corporate Secretary, ProMetic	2006

<b>Name and Province or State of Residence</b>	<b>Position</b>	<b>With ProMetic Since</b>
Steven J. Burton Cambridge, England	Chief Executive Officer, ProMetic BioSciences Ltd	1999
Christopher Penney Québec, Canada	Vice President, R&D & Chief Scientific Officer, Therapeutics, ProMetic BioSciences Inc.	2001
Christopher Bryant Illinois, USA	Executive Vice President and Chief Operating Officer, ProMetic BioTherapeutics, Inc.	2003

During the last five (5) years, all of the above officers have held the position shown opposite their respective names or have occupied a management position with the same or a related entity except for: (i) Patrick Sartore who served as Senior Legal Counsel – Intellectual Property, before becoming Corporate Secretary of ProMetic in October 2007, and who, prior to joining ProMetic in November 2006, served as Legal Counsel with Univalor inc., from January 2002 to November 2006; and (ii) Bruce Pritchard, who prior to joining ProMetic in September 2006, served as Senior Director Finance, Europe of CV Therapeutics Europe Ltd from December 2004 to September 2006, and as Finance Director for Ardana Bioscience Ltd from April 2003 to October 2004.

## 9.2 Security Holdings

As at March 25, 2009, the number and percentage of securities of Common Shares of the Corporation or its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised, by all directors and executive officers of the Corporation as a group is:

	<b>Number</b>	<b>Percentage of Class</b>
Common Shares	15,411,688	4.86%

The information as to the number of Common Shares owned or over which control is exercised, not being within the knowledge of the Corporation, has been provided by each director and executive officer or is derived from insider reports.

## 9.3 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer of the Corporation:

- (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (i) was the subject to an order<sup>1</sup> that was issued while they were acting in the capacity of director, chief executive officer or chief financial officer; or
- (ii) was subject to an order that was issued after they ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while they were acting in the capacity of director, chief executive officer or chief financial officer.

Except as indicated below, no director or executive officer of the Corporation, or shareholder holding a sufficient number of securities of ProMetic to affect materially the control of the Corporation:

- (i) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while they were acting in that capacity, or within a year of them ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Pierre Laurin was president and director of ProMetic Pharma Inc. on September 30, 1999, when this subsidiary of the Corporation made an assignment of all of its property for the general benefit of its creditors under the *Bankruptcy and Insolvency Act* (Canada).

In July 2001, Mr. Benjamin Wygodny made a proposal to his creditors under legislation relating to bankruptcy and insolvency. The trustee acting in the proposal issued a Certificate of Full Performance of Proposal on November 20, 2001.

No director or executive officer of the Corporation, or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority; (ii) entered into a settlement agreement with a securities regulatory authority; or (iii) been subject to any other penalties or sanctions imposed by a court regulatory body that would likely be considered material.

#### 9.4 Conflicts of Interest

To the knowledge of the Corporation, no director or executive officer of the Corporation has an existing or potential material conflict of interest with the Corporation or any of its subsidiaries, except for Mr. Bruce Wendel.

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<sup>1</sup> Order means a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Mr. Wendel currently sits on the Board of Directors of the Corporation further to a strategic alliance entered into between Abraxis BioScience and the Corporation. He is a representative of Abraxis BioScience, and as such has an existing material conflict of interest in regards to matters involving and/or potentially involving Abraxis BioScience.

## 10 – LEGAL PROCEEDINGS

### *Monogel*

On September 19, 2000, the Corporation and its subsidiary ProMetic BioSciences Inc. (“PBI”) filed a claim for damages in the Superior Court of Quebec against Monogel AB (“Monogel”) in the amount of \$7,726,243 (plus interests and additional indemnity as provided by law), on the ground that Monogel had not transferred to ProMetic Pharma Inc., a previous subsidiary of the Corporation, the technology that Monogel had committed to transfer in accordance with the terms of their agreement and that the technology that was transferred has never been operational, causing significant prejudice to the Corporation and PBI. This claim is contested by Monogel, which also introduced in April 2004 a cross-demand against the Corporation and PBI, claiming as damages all profits realized from the sale of agarose beads between October 18, 1999 and October 18, 2004. This cross-demand is contested by the Corporation and PBI. Moreover, the Corporation and PBI have not made any sales of agarose beads manufactured with Monogel's technology. On August 23, 2005, Monogel attorneys filed a motion to cease to represent Monogel. This motion was granted on October 3, 2005. ProMetic awaits the filing of Monogel's appearance or the appointment of new Monogel attorneys in this matter, and in the absence of Monogel making such filings, the Corporation will evaluate its options, including proceeding to request a judgment by default against Monogel. Neither party has made any additional representations or filings from that date.

### *Bank of Montreal*

All aspects concerning any previous litigation between the Corporation and Bank of Montreal have terminated. The Corporation was granted full release therefrom.

### *Hemosol*

All aspects concerning any previous litigation between the Corporation and Hemosol have terminated. The Corporation was granted full release therefrom.

## 11 – INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Mr. Pierre Laurin, via his company, Innovon Pharmaceuticals Inc., is entitled to receive royalties based on the sales of PBI-1402 and PBI-1101. These royalties vary between 0.1% and 0.3% of net sales or between 1% and 3% of revenues received by ProMetic BioSciences Inc. (“PBI”). Mr. Laurin also has the exclusive right to commercialise these products should PBI decide to stop developing PBI-1402 or PBI-1101, and/or commercialising said products, subject to mutually acceptable terms and conditions.

On December 5, 2008, the Corporation entered into an agreement to provide a guarantee (the “Guarantee”) in favour of Camofi Master LDC (“Camofi ”), relating to an

amended and restated loan agreement (the “Loan”) that Camofi had provided to a company (“the borrower”) owned by Pierre Laurin. The Loan was originally contracted in December 2007 for the purposes of purchasing shares of the Corporation.

The Guarantee provides that the Corporation must be prepared to fulfill the borrower’s obligations with respect to the full payment of capital and interest for the Loan if the borrower is unable to do so. Any such payment shall be made within two days of receipt of notice of default from Camofi. Alternatively, the borrower can force Camofi to liquidate some or all of the shares of the Corporation that are held as collateral to cover the Loan. If called upon under the Guarantee, the Corporation may chose either to pay in cash or request that the borrower instruct Camofi to liquidate up to 2,300,000 shares of the Corporation to repay the Loan. The amount guaranteed as at March 25, 2009 totals \$522,189.

In conjunction with the above, the Corporation has entered into an agreement with the borrower providing that any payment made by the Corporation under the Guarantee immediately triggers a loan in favour of the borrower by the Corporation, bearing interest at 10% per annum. This loan is secured by 2,300,000 shares of the Corporation until all payments of principal and interests owed to the Corporation are made.

## **12 – TRANSFER AGENT AND REGISTRAR**

The Corporation’s transfer agent and registrar is Computershare Trust Company of Canada and the registers of transfers of each class of securities are located in Montréal, Québec and Toronto, Ontario.

## **13 – MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business or as otherwise described below, the Corporation has not entered into a contract that can reasonably be considered material to ProMetic during the financial year ended December 31, 2008 or before such year but still in effect.

In April 2008, the Corporation closed a financing with gross proceeds of \$5.05 million. 12,625,000 subordinate voting shares at a price of C\$0.40 per share were issued;

In June 2008, the Corporation closed a financing with gross proceeds of \$5 million. 15,315,789 common shares at an average price of C\$0.33 per share were issued; and

In September 2008, the Corporation closed a strategic investment with Abraxis BioScience for gross proceeds of \$7.4 million as well as providing Abraxis rights to make optional investments in the Corporation of up to US\$25 million. 15,677,021 common shares at a price of C\$0.47 per share were issued;

## **14 – INTERESTS OF EXPERTS**

### **14.1 Names of Experts**

The consolidated annual financial statements of the Corporation for the years ended December 31, 2007 and December 31, 2008 included in the Corporation’s 2008 Annual Report have been audited by Raymond Chabot Grant Thornton LLP (“Raymond Chabot Grant Thornton”).

## 14.2 Interests of Experts

To the knowledge of the Corporation, Raymond Chabot Grant Thornton or its partners did not hold registered or beneficial ownership, directly or indirectly, in the securities of the Corporation or its associates or affiliates representing more than one percent of their outstanding securities of any class, at the date of each of Raymond Chabot Grant Thornton auditor's reports on the Corporation's annual financial statements for the years ended December 31, 2007 and December 31, 2008, and Raymond Chabot Grant Thornton or its partners did not receive thereafter any such registered or beneficial ownership, directly or indirectly, in the securities of the Corporation or its associates or affiliates.

## 15 – AUDIT COMMITTEE

### 15.1 Audit Committee Charter

The Corporation's Audit Committee Charter is reproduced at Appendix A.

### 15.2 Composition

The Audit Committee is composed of three independent and financially literate directors: Mr. Robert Lacroix, its chair, as well as Mr. Benjamin Wygodny and Mr. Roger Garon. Mr. Garon replaced Mr. Ronald Guttman as member of the Audit Committee on August 5, 2008 further to Mr. Guttman's resignation as board member.

### 15.3 Relevant Education and Experience

<b>Member</b>	<b>Relevant Education and Experience</b>
Mr. Benjamin Wygodny	<ul style="list-style-type: none"><li>• Mr. Wygodny has a university degree in Economics and has taken numerous courses in accounting as well as finance.</li><li>• He is the President of Angus Partnership Inc., an investment firm, and other companies involved in private equity investment and realty development, including 3188795 Canada Inc., a real estate development firm.</li><li>• He sits on the Board of the Canadian Technion Society and is a member of the International and on the Board of Governors of the TECHNION - The Israeli Institute of Technology.</li></ul>
Mr. Robert Lacroix	<ul style="list-style-type: none"><li>• Mr. Lacroix graduated from the <i>École des Hautes Études Commerciales de Montréal</i> in administration and finance, as well as numerous courses in the fields of finance, investments and securities.</li><li>• He has 40 years of experience in occupations directly related to accounting, finance, investments</li></ul>

Member	Relevant Education and Experience
Mr. Roger Garon	<p>and securities, as a financial analyst, portfolio manager, investment director, assistant deputy minister of finance in charge of financing and debt management, and various positions as vice-president, finance and chief financial officer.</p> <ul style="list-style-type: none"> <li>• He supervised numerous financial analysts, as well as accountants, controllers and internal auditors. As chief financial officer, he was responsible for external auditors, and mergers and acquisitions.</li> <li>• Mr. Garon has been a director of Leonides Investments Inc. (then a venture capital corporation), Graystone Corporation, an investment corporation, and trustee of Noranda Income Fund; all were or are listed on the Toronto Stock Exchange or TSX Venture Exchange.</li> <li>• Mr. Garon also served on numerous boards of directors including those of The Edper Group Ltd (formerly Hees International Bancorp Inc.) and Brascan Corporation. Until 2002, he was a director of Brookfield Properties Ltd (Toronto Stock Exchange and New York Stock Exchange).</li> <li>• Mr. Garon is presently retired. Prior to that he was the founder and CEO of several companies, including companies in the pharmaceutical industry, such as Rogar and Vetoquinol, as well as in the aerospace industry, such as Avcorp.</li> </ul>

#### 15.4 Audit Committee Oversight

Since January 1, 2008, all recommendations of the audit committee to nominate or compensate external auditors were adopted by the Board of Directors.

#### 15.5 Pre-Approval Policies and Procedures

The Audit Committee has reviewed and approved non-audit services on a case-by-case basis throughout the 2008 financial year.

## **16 – EXTERNAL AUDITOR SERVICES FEES**

### **16.1 Audit Fees**

Raymond Chabot Grant Thornton billed the Corporation and its subsidiaries \$112,974 and \$118,750 for professional services rendered for the audit of the Corporation's financial statements for 2008 and 2007, respectively.

### **16.2 Audit-Related Fees**

Fees billed by Raymond Chabot Grant Thornton for certification and services related to the audit of the Corporation's financial statements were \$23,450 for 2008 and \$27,725 for 2007. These services consisted principally of accounting opinions, accounting presentation support and internal control advisory services outside the scope of the audit.

### **16.3 Tax Fees**

Fees billed by Raymond Chabot Grant Thornton for tax compliance, advice and planning services were \$40,052 for 2008 and \$27,325 for 2007. These services consisted principally of tax planning, assistance with preparation of various tax returns, and tax advice on other related matters.

### **16.4 All Other Fees**

Fees for other services billed by Raymond Chabot Grant Thornton were \$73,677 for 2008 and \$98,781 for 2007. These services consisted principally of management consulting services which were related to services with respect to initiatives by the Corporation to raise financing. These services did not involve information systems design and implementation.

## **17 – ADDITIONAL INFORMATION**

Additional information relating to the Corporation may also be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, is contained in the Corporation's Management Information Circular for its most recent annual meeting of shareholders that involved the election of directors.

Additional financial information is provided in the Corporation's financial statements and management's discussion and analysis for its most recently completed financial year.

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## Appendix A

### Audit Committee Charter

#### I. PURPOSE

The Board of Directors of the Corporation is ultimately responsible for the stewardship of the Corporation, which means that it oversees the day-to-day management delegated to the President and Chief Executive Officer and the other officers of the Corporation. The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling this responsibility with respect to overseeing four (4) fundamental issues: (i) the Corporation's financial reporting process and internal control systems, (ii) the Corporation's process to identify and manage financial risks, (iii) the internal and external audit process; and (iv) the Corporation's communication system to provide an open avenue of communication among the external auditors, the financial and senior management, the internal auditing department (if any), and the Board of Directors.

#### II. GENERAL ROLE AND MANDATE

##### External Auditors

1. Review the independence<sup>2</sup> and the performance of the external auditors.
2. Recommend to the Board of Directors the appointment of the external auditors for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation or the approval of any discharge of auditors where circumstances warrant.
3. Recommend to the Board of Directors for approval the fees and other compensation to be paid to the external auditors.
4. Pre-approve non-audit services to be provided to the Corporation or its subsidiaries by the external auditors, other than non-audit services: (i) the aggregate amount of which are reasonably expected to constitute no more than 5% of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided, and (ii) that were not recognized as non-audit services at the time of the engagement and (iii) that are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.
5. Oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, review the external auditors' audit plan, discuss and approve audit scope, reliance upon management and internal audit if or when applicable, and general audit approach. At the conclusion of the audit process, and before releasing the year-end earnings, discuss the results of such audit with the

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<sup>2</sup> Should include at least on an annual basis, the review of all significant relationships the external auditors have with the Corporation that could impair the auditors' independence. When discussing auditor independence, the Committee may wish to consider both rotating the lead audit partner or audit partner responsible for reviewing the audit after a number of years and establishing hiring policies for employees or former employees of its external auditor.

external auditors including the resolution of disagreements between management and the external auditor regarding financial reporting and difficulties encountered in performing the audit.

6. Discuss with the auditors the quality and not just the acceptability of the Corporation's accounting principles including all critical accounting policies and practices used, any alternate treatments of financial information that have been discussed with management, the ramification of their use and the auditor's preferred treatment, as well as any other material communications with management.
7. The external auditors report to and are accountable to the Committee and the Board of Directors as representatives of shareholders.

#### Internal Auditors

8. Assess with management the need for internal audit as circumstances facing the Corporation change.
9. Review and approve management's decisions related to the need for internal auditing.
10. Review the mandate, budget plan, organizational structure and qualification of the internal audit department as needed.

#### Financial Reporting and Risk Management

11. Consider and review with the external and internal auditors, if or when applicable, the integrity of the Corporation's financial reporting processes, both internal and external, and the adequacy of the Corporation's internal controls and management financial information systems.
12. On an annual basis, review and discuss with management and the external auditors, significant financial risks and exposures, the steps management has taken to monitor, control and report such risks and exposures, and the effectiveness of the overall process for identifying the principal financial risks affecting financial reporting.
13. Review and discuss with management and the external auditors (including the internal auditors if any) the Corporation's audited annual financial statements or any other financial statements to be audited, management discussion and analysis and all other public disclosure documents containing material financial information prior to filing or distribution. The review should include a discussion with management and the external auditors of significant issues regarding accounting principles, practices and significant management estimates and judgments.
14. Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than the public disclosures referred to in paragraph 13 above, and periodically assess the adequacy of those procedures.
15. Review, with the Corporation's counsel, any legal or regulatory matter that could have a significant impact on the Corporation's financial statements.
16. Review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the

Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee.

17. Establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
18. Review and make recommendation regarding insurance coverage (annually or as may be otherwise appropriate).
19. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of present and former external auditors of the Corporation.

#### Other

20. Perform any other activities consistent with its responsibilities and duties, the Corporation's by-laws and governing law as the Committee or the Board of Directors deems necessary or appropriate.
21. Keep records of its activities, meetings, etc. at the office of the Corporate Secretary and report periodically to the Board of Directors on its activities and make recommendations as deemed appropriate.
22. Annually assess the effectiveness of the Committee against its general role and mandate (charter) and report the results of the assessment to the Board of Directors.
23. Approve the hiring of the Chief Financial Officer and other senior management officers whose principal duties and responsibilities relate directly to the finances of the Corporation.

The Audit Committee may:

- (a) with the approval of the Board of Directors and at the Corporation's expense engage independent counsel and other external advisors as it determines necessary to carry out its duties, in appropriate circumstances;
- (b) set and pay the compensation for any such advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

### **III. COMPOSITION**

The Audit Committee shall be comprised of three (3) and not more than six (6) independent directors of the Corporation. A member of the Committee is independent if the member has no material relationship with the Corporation, within the meaning of Multilateral Instrument 52-110 *Audit Committees* as amended from time to time.

Unless a chairman is elected by the full Board of Directors, or if not present at the meeting, the members of the Audit Committee may designate a chairman by majority vote of the full Audit Committee membership.

All members of the Audit Committee shall be financially literate, that being defined as able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statement. However, a member who is not financially literate may be appointed to the Committee provided that the member becomes financially literate within a reasonable period of time following his or her appointment. At least one member should have accounting or related financial experience and the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

The members of the Audit Committee are appointed by the Board of Directors (including any vacancy).

#### **IV. MEETINGS**

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The Committee may ask members of management or others to attend meetings and provide pertinent information as required. Quorum for all meetings will consist of at least two (2) members.

The Committee's Chair shall prepare an agenda in advance of each meeting in consultation with management and the other members of the Committee. External auditors may also be consulted for any item related to their responsibilities and duties.

The Committee may meet with the external auditors, in private, at least once during the year. The Committee may also communicate with management and external auditors, if deemed necessary, on a quarterly basis to review the Corporation's interim financial statements.

#### **V. WORK PROGRAM**

The Audit Committee will establish a work program in order to fix a schedule to fulfill its responsibilities pursuant to the content of this charter. The Committee will use such work program to evaluate its compliance with this charter.

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