

ProMetic Life Sciences Inc.

Management's Report

The accompanying consolidated financial statements for ProMetic Life Sciences Inc. are management's responsibility and have been approved by the ProMetic Life Sciences Inc. Board of Directors. These financial statements were prepared by management in accordance with generally accepted Canadian accounting principles. They include some amounts that are based on estimates and judgments. The financial information contained elsewhere in the Annual Report is consistent with that contained in the financial statements.

To ensure the accuracy and objectivity of the information contained in the financial statements, ProMetic Life Sciences Inc. management maintains a system of internal accounting controls. Management believes that this system gives a reasonable degree of assurance that the financial documents are reliable and provide an adequate basis for the financial statements, and that the Company's assets are properly accounted for and safeguarded.

The Board of Directors upholds its responsibility for the financial statements in this annual report primarily through its audit committee. The audit committee is made up of outside directors who review the Company's consolidated annual financial statements as well as management's analysis and the operating results, and recommend their approval by the Board. KPMG LLP, Chartered Accountants, the external auditors designated by the shareholders, periodically meet with the audit committee to discuss auditing, the reporting of financial information and other related subjects.



Pierre Laurin
Chairman, President
and Chief Executive Officer



André Bédard
Vice-President Finance
and Chief Financial Officer

Montreal, Canada, April 10, 2001

Auditors' Report to the Shareholders

We have audited the consolidated balance sheets of ProMetic Life Sciences Inc. at December 31, 2000 and 1999 and the consolidated statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2000 and 1999 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.



KPMG LLP
Chartered Accountants

Montreal, Canada, April 10, 2001



ProMetic Life Sciences Inc.
Consolidated Balance Sheets

December 31, 2000 and 1999

| | 2000 | 1999 |
|---|-------------------|------------------|
| | \$ | \$ |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | 2,270,316 | 781,662 |
| Short-term investments | 2,000,000 | - |
| Accounts receivable (note 3) | 524,133 | 235,888 |
| Inventories (note 4) | 300,594 | 519,597 |
| Prepaid expenses | 172,659 | 155,335 |
| | <u>5,267,702</u> | <u>1,692,482</u> |
| Investment (note 5) | 2,281,245 | 741,900 |
| Capital assets (note 6) | 3,620,386 | 3,367,994 |
| Deferred development costs (note 7) | 3,018,104 | 1,665,433 |
| | <u>14,187,437</u> | <u>7,467,809</u> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | 1,741,756 | 2,247,229 |
| Current portion of long-term debt (note 8) | 110,758 | 196,308 |
| | <u>1,852,514</u> | <u>2,443,537</u> |
| Long-term debt (note 8) | - | 1,150,114 |
| Shareholders' equity: | | |
| Share capital (note 9) | 64,432,379 | 49,659,979 |
| Deficit | (52,097,456) | (45,785,821) |
| | <u>12,334,923</u> | <u>3,874,158</u> |
| Commitments (notes 5, 6 and 10) | | |
| Contingencies (notes 11 and 13) | | |
| | <u>14,187,437</u> | <u>7,467,809</u> |

See accompanying notes to consolidated financial statements.

On behalf of the Board:



Pierre Laurin, Director



Claude Lemire, Director

ProMetic Life Sciences Inc.

Consolidated Statements of Operations and Deficit

Years ended December 31, 2000 and 1999

| | 2000 | 1999 |
|---|------------|------------|
| | \$ | \$ |
| Revenues ⁽¹⁾ | 2,219,029 | 2,955,640 |
| Expenses before the undernoted items: | 2,815,166 | 3,945,565 |
| Research and development expenses (note 7) | 3,769,555 | 3,184,155 |
| Depreciation of capital assets | 561,172 | 433,832 |
| Financial expenses | 240,776 | 74,624 |
| Loss from continuing operations | 5,167,640 | 4,682,536 |
| Loss from the discontinuation of the generic pharmaceutical segment (note 13) | - | 23,591,290 |
| Net loss | 5,167,640 | 28,273,826 |
| Deficit, beginning of year | 45,785,821 | 16,300,223 |
| Share issue expenses | 1,143,995 | 1,211,772 |
| Deficit, end of year | 52,097,456 | 45,785,821 |
| Loss per share from continuing operations | 0.10 | 0.11 |
| Net loss per share | 0.10 | 0.66 |
| Weighted average number of outstanding shares (in thousands) | 53,068 | 42,889 |

⁽¹⁾ Revenues include interest income of \$139,690 (1999: \$69,450).

See accompanying notes to consolidated financial statements.

ProMetic Life Sciences Inc.
Consolidated Statements of Cash Flows

Years ended December 31, 2000 and 1999

| | 2000 | 1999 |
|---|-------------|--------------|
| | \$ | \$ |
| Cash flows from operating activities: | | |
| Net loss | (5,167,640) | (28,273,826) |
| Adjustments to reconcile net loss to cash flows used by operating activities: | | |
| Loss (gain) on disposal of capital assets | 3,739 | (20,511) |
| Depreciation of capital assets | 561,172 | 433,832 |
| Amortization and write-off of deferred development costs (note 7) | 21,613 | 735,760 |
| Loss from the discontinuation of the generic pharmaceutical segment | – | 23,591,290 |
| Cash flows used in operating activities | (4,581,116) | (3,533,455) |
| Net change in non-cash operating working capital items (note 16) | (592,039) | 1,114,859 |
| | (5,173,155) | (2,418,596) |
| Cash flows from financing activities: | | |
| Proceeds from share issues and subscription | 14,272,400 | 13,448,750 |
| Share issue expenses | (1,143,995) | (1,211,772) |
| Increase in long-term debt | – | 139,911 |
| Repayment of long-term debt | (735,664) | (115,017) |
| Decrease in bank overdraft | – | (168,878) |
| | 12,392,741 | 12,092,994 |
| Cash flows from investing activities: | | |
| Acquisition of short-term investments | (2,000,000) | – |
| Acquisition of an investment (note 5) | (1,539,345) | (741,900) |
| Additions to capital assets | (844,909) | (572,497) |
| Proceeds from disposal of capital assets | 27,606 | 121,635 |
| Deferred development costs (note 7) | (1,374,284) | (1,551,206) |
| | (5,730,932) | (2,743,968) |
| Cash used by the discontinued generic pharmaceutical segment | – | (10,684,145) |
| Increase (decrease) in cash and cash equivalents | 1,488,654 | (3,753,715) |
| Cash and cash equivalents, beginning of year | 781,662 | 4,535,377 |
| Cash and cash equivalents, end of year | 2,270,316 | 781,662 |
| Other information related to cash flows: | | |
| Interests paid during the year | 229,612 | 55,279 |
| Interests received during the year | 74,947 | 69,540 |
| Non-cash transaction: | | |
| Conversion of long-term debt into shares | 500,000 | – |

See accompanying notes to consolidated financial statements.

ProMetic is a leading biopharmaceutical company engaged in the research, development, manufacturing and commercialization of a variety of commercial applications from its platform technology. ProMetic owns proprietary enabling technology essential for use in large-scale drug purification proteomics, medical applications and therapeutics.

1. Significant accounting policies:

(a) Basis of presentation:

These consolidated financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will continue its operations in the foreseeable future and be able to realize assets and satisfy liabilities in the normal course of business.

However, an emerging company assumes that it can expect future profitability and the support of its shareholders and other external funding sources, if applicable. Management is of the opinion that adequate resources will be available to complete the projects under development as at December 31, 2000.

(b) Consolidation basis:

The consolidated financial statements include the accounts of ProMetic Life Sciences Inc. and its subsidiaries.

(c) Cash and cash equivalents and short-term investments:

Cash equivalents are highly liquid investments purchased with an original maturity of less than three months. Short-term investments are investment grade short-term debt instruments with original maturities greater than three months. Short-term investments are valued at the lower of cost and market value. The carrying value of these investments approximates their fair value due to their short maturity.

(d) Inventories:

Work in process and finished goods are valued at the lower of cost and net realizable value and raw materials are valued at the lower of cost and replacement cost. Cost is established using the first in, first out method.

Years ended December 31, 2000 and 1999

1. Significant accounting policies (continued):

(e) Investment:

The investment is recorded at cost.

(f) Capital assets:

Capital assets are recorded at cost. Depreciation is provided over the estimated useful lives of capital assets using the following methods and rates:

| Asset | Method | Rate/period |
|--------------------------------|-------------------|---------------|
| Leasehold improvements | Straight-line | Lease period |
| Equipment and tools | Declining balance | 10% to 30% |
| Office equipment and furniture | Declining balance | 20% |
| Computer equipment | Declining balance | 30% |
| Intellectual property | Straight-line | 5 to 15 years |

Intellectual property includes vested rights as well as fees and expenditures incurred to obtain licenses for product manufacturing and marketing.

(g) Deferred development costs:

Development costs of new products and processes, which are considered technically and financially feasible, are stated at cost less related research and development tax credits and grants. These costs are amortized from the start-up date of commercial production, based on sales. Should the Company determine that the unamortized balance is in excess of recoverable amounts, the excess will be charged to operations for the year.

(h) Revenue recognition:

The Company recognizes revenues from various research and technology agreements when the contracted services are provided and the various conditions, if any, are met.

(i) Scientific research and experimental development expenses:

Research and development expenditures are charged to operations in the year in which they are incurred, net of related tax credits.

Years ended December 31, 2000 and 1999

1. Significant accounting policies (continued):

(j) Foreign currency translation:

Foreign currency transactions are translated into Canadian dollars using the temporal method. Under this method, monetary assets and liabilities are translated at year-end exchange rates while non-monetary items are translated at historical exchange rates. Expense items are translated at the exchange rate on the transaction date or at average exchange rates prevailing during the period. Exchange gains or losses are included in the statement of operations.

(k) Income taxes:

The Company uses the asset and liability method of accounting for income taxes. Future income tax assets and income tax liabilities are recognized in the balance sheet to account for the future tax consequences of timing differences between the respective accounting and taxable value of balance sheet assets and liabilities. As appropriate, a valuation allowance is recognized to decrease the value of tax assets to an amount that is more likely than not to be realized. Future income tax assets and income tax liabilities are measured using the income tax rates that are expected to apply when the asset is realized or the liability is settled. The effect of changes in income tax rates is recognized in the year during which these rates change.

(l) Stock option plan:

The Company has established a stock option plan, as described in note 9 (b). No charge is recognized for this plan when stock options are granted. Any consideration paid on the exercise of stock options is credited to share capital.

(m) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items for which management must make estimates related to the valuation and assessment of recoverability of intellectual property and deferred development costs. Reported amounts and note disclosure reflect the overall economic conditions that are most likely to occur and anticipated measures to be taken by management. Actual results could differ from those estimates.

Years ended December 31, 2000 and 1999

2. Change in accounting policy:

Effective January 1, 2000, the Company adopted Section 3465 of the CICA Handbook, Income taxes. Section 3465 requires a change from the deferred method of accounting for income taxes to the asset and liability method of accounting for income taxes.

The cumulative effect of this change in accounting for income taxes is nil as of January 1, 2000 as the Company recorded a valuation allowance equal to the future income tax asset that could have been recorded if it would have been more likely than not that a portion or all of this future income tax asset would realize.

3. Accounts receivable:

| | 2000 | 1999 |
|------------------------|---------|---------|
| | \$ | \$ |
| Trade | 344,496 | 64,668 |
| Sales taxes receivable | 60,244 | 158,721 |
| Interest receivable | 64,742 | - |
| Other | 54,651 | 12,499 |
| | 524,133 | 235,888 |

4. Inventories:

| | 2000 | 1999 |
|-------------------------------------|---------|---------|
| | \$ | \$ |
| Raw materials | 148,552 | 321,710 |
| Work in progress and finished goods | 152,042 | 197,887 |
| | 300,594 | 519,597 |

5. Investment:

As of April 13, 2000, through AlphaOne-ProMetic Inc. ("AlphaOne-ProMetic"), the Company entered into a 50-50 joint venture with Arriva Pharmaceuticals, Inc. ("Arriva"; formerly known as AlphaOne Pharmaceuticals, Inc.) of Alameda, California for the development of applications relating to commercializing serine protease inhibitors as a platform for various pharmaceutical products for dermatological (ex.: eczema, psoriasis, genital herpes), gastrointestinal (ex.: Crohn's disease, irritable bowel syndrome) and urinary tract indications. The first serine protease pursued is rAAT, a lead compound produced in genetically-engineered yeast cells.

Years ended December 31, 2000 and 1999

5. Investment (continued):

Arriva has granted to AlphaOne-ProMetic an exclusive, perpetual license to develop, manufacture and commercialize these serine protease inhibitors and the Company has granted AlphaOne-ProMetic an exclusive, perpetual license for the use of its Mimetic Ligand™ purification technology for the indications within the scope of the joint venture. The Company has undertaken to fund the joint venture for \$4 million US beginning April 1st, 2001, on the basis of monthly instalments of \$100,000 US each beginning April 1st, 2001, and up to the approval of next year joint venture budget in December 2001. The Company had also undertaken to purchase preferred voting shares in Arriva for a total amount of \$1.5 million US representing a total equity position of 5.6%. This transaction was completed in November 2000.

No expenses relating to the project activities had been allocated to the joint venture as of December 31, 2000.

6. Capital assets:

| | 2000 | | |
|-------------------------------------|-----------|--------------------------|----------------|
| | Cost | Accumulated depreciation | Net book value |
| | \$ | \$ | \$ |
| Leasehold improvements | 390,856 | 136,824 | 254,032 |
| Equipment and tools | 2,412,439 | 1,472,353 | 940,086 |
| Office equipment and furniture | 157,716 | 34,540 | 123,176 |
| Computer equipment | 176,654 | 57,231 | 119,423 |
| Intellectual property ((a) and (b)) | 2,471,003 | 287,334 | 2,183,669 |
| | 5,608,668 | 1,988,282 | 3,620,386 |
| | 1999 | | |
| | Cost | Accumulated depreciation | Net book value |
| | \$ | \$ | \$ |
| Leasehold improvements | 127,241 | 15,306 | 111,935 |
| Equipment and tools | 1,091,468 | 215,926 | 875,542 |
| Office equipment and furniture | 56,396 | 14,876 | 41,520 |
| Computer equipment | 94,486 | 35,053 | 59,433 |
| Intellectual property ((a) and (b)) | 2,414,972 | 135,408 | 2,279,564 |
| | 3,784,563 | 416,569 | 3,367,994 |

Years ended December 31, 2000 and 1999

6. Capital assets (continued):

- (a) The Company owns the rights, title and interest in and to the know-how, the information, the technology and the patents relating to its Mimetic Ligand Technology. Part of these rights, title and interest were assigned to the Company by the Cambridge University's Institute of Biotechnology in consideration of the payment of continuing royalties; the others have been developed by the Company.
- (b) Pursuant to a license agreement dated November 9, 1995, and amended as of December 20, 2000 with DCV, Inc., the Company owns the exclusive right to use under the patent rights, a technology permitting the link of its Mimetic Ligands™ to a matrix with a Teflon-like surface such as the Teflon beads (registered mark of Dupont Chemical & Energy Operations, Inc.) and the Company's Perfluorocarbon beads (Perfluorosorb™). This technology is useful in chromatographic applications and for medical devices. This license is subject to the payment of a royalty to DCV, Inc. on net sales with respect to any products covered by the patent rights.

7. Deferred development costs:

| | 2000 | 1999 |
|--|------------------|------------------|
| | \$ | \$ |
| Research and development | | |
| Incurred during the year | 5,122,226 | 3,999,601 |
| Less: Amount deferred | 1,374,284 | 1,551,206 |
| | 3,747,942 | 2,448,395 |
| Amortization of deferred development costs | 6,000 | 66,039 |
| Write-off of deferred development costs | 15,613 | 669,721 |
| Expense for the year | 3,769,555 | 3,184,155 |

Deferred development costs

| | | |
|--|------------------|------------------|
| Deferred development costs, beginning of year | 1,665,433 | 2,430,271 |
| Deferred development costs for the year | 1,374,284 | 1,551,206 |
| Amortization of deferred development costs | (6,000) | (66,039) |
| Write-off for the year | (15,613) | (669,721) |
| Portion related to the discontinued generic pharmaceutical segment | - | (1,580,284) |
| Deferred development costs, end of year | 3,018,104 | 1,665,433 |

Years ended December 31, 2000 and 1999

8. Long-term debt:

| | 2000 | 1999 |
|---|---------|-----------|
| | \$ | \$ |
| Bank loan, bearing interest at prime rate plus 2.5%, payable by monthly capital and interest installments of \$9,328, maturing in December 2001 | 110,758 | 206,511 |
| Due to shareholders, bearing interest at prime rate plus 3.5% from January 2000, of which \$500,000 were converted into subordinate voting shares and \$535,000 were repaid in 2000 | – | 1,035,000 |
| Due to a shareholder, unsecured, bearing interest at prime rate plus 2.25%, payable on demand | – | 104,911 |
| | 110,758 | 1,346,422 |
| Current portion of long-term debt | 110,758 | 196,308 |
| | – | 1,150,114 |

9. Share capital:

Authorized and without par value:

Unlimited number of Subordinate voting shares, participating, carrying one vote per share

20,000,000 Multiple voting shares, participating, carrying ten votes per share, convertible at the option of the holder or automatically converted upon their sale to a third party by the holder into an equal number of Subordinate voting shares

An unlimited number of Preferred shares, no par value, issuable in one or several series:

1,050,000 Preferred shares, series A, non-participating, non-voting, convertible at the option of the holder into subordinate voting shares at \$0.50 per share except for unpaid dividends, convertible at a rate equal to the trading average of the subordinate voting shares during the 20 days preceding the conversion, preferential cumulative dividend of 12% per year, payable quarterly

Years ended December 31, 2000 and 1999

9. Share capital (continued):

Authorized and without par value (continued):

An unlimited number of Preferred shares, no par value, issuable in one or several series (continued):

950,000 Preferred shares, series B, non-participating, non-voting, convertible at the option of the holder into subordinate voting shares at \$0.60 per share except for unpaid dividends, convertible at a rate equal to the trading average of the subordinate voting shares during the 20 days preceding the conversion, preferential cumulative dividend of 12% per year, payable quarterly

| | 2000 | 1999 |
|--|------------|------------|
| | \$ | \$ |
| Issued and fully paid: | | |
| 46,254,045 Subordinate voting shares (1999 - 32,777,747) | 60,787,994 | 46,395,130 |
| 13,703,197 Multiple voting shares (1999 - 14,303,057) | 1,644,385 | 1,714,849 |
| 1,050,000 Preferred shares, series A (1999-nil) | 1,050,000 | - |
| 950,000 Preferred shares, series B (1999-nil) | 950,000 | - |
| 1,957,504 warrants (ii and iii) (1999 - nil) | - | - |
| Subscriptions | - | 1,550,000 |
| | 64,432,379 | 49,659,979 |

Cumulative dividends in arrears on preferred shares amount to \$208,525 as at December 31, 2000 (1999 - nil).

(a) Share issuance:

- (i) On February 18, 2000, the Company issued 2,000,000 preferred shares (1,050,000 Series A and 950,000 Series B) at a price of \$1 per share, for gross proceeds of \$2,000,000.
- (ii) On March 16, 2000, the Company issued 3,629,295 units for a gross proceeds of \$3,084,900. Each unit is comprised of one Subordinate voting share and one-half of a warrant. Each whole warrant entitles the holder thereof to purchase one Subordinate voting share at any time between the date of issuance and a period of 12 months thereafter, at a price of \$1.10 per share.
- (iii) On May 15, 2000, the Company issued 357,143 units for a gross proceeds of \$500,000. Each unit is comprised of one Subordinate voting share and 0.4 of a warrant. Each whole warrant entitles the holder thereof to purchase one Subordinate voting share at any time between the date of issuance and a period of 12 months thereafter, at a price of \$1.40 per share.

Years ended December 31, 2000 and 1999

9. Share capital (continued):

(a) Share issuance (continued):

- (iv) On September 6, 2000, the Company proceeded with a public issue of 6,600,000 Subordinate voting shares at a price of \$1.25 per share, for gross proceeds of \$8,250,000.
- (v) On November 3, 2000, the Company proceeded with a public issue of 990,000 Subordinate voting shares at a price of \$1.25 per share, for gross proceeds of \$1,237,500 representing the exercise in whole of the 15% option to cover allotments granted in the September 6, 2000 public issue.
- (vi) During the year 2000, 1,300,000 Subordinate voting shares were issued following the conversion of shareholders' advances.
- (vii) During the year 2000, 599,860 Multiple voting shares were converted into 599,860 Subordinate voting shares.
- (viii) As set forth in a prospectus dated August 12, 1999, 6,799,286 Subordinate voting shares have been issued following the exercise of the 6,799,286 special warrants by their holders. These special warrants were issued, on June 25, 1999, for net proceeds of \$11,125,332, net of agents' fees and estimated issuance expenses.
- (ix) During the year 1999, 1,145,806 Multiple voting shares were converted into 1,145,806 Subordinate voting shares.

(b) Stock options:

The Company established a stock option plan for its directors, officers and employees or consultants. The plan provides that the aggregate number of shares reserved for issuance at any time under the plan and any other employee incentive plans may not exceed 3,500,000 Subordinate voting shares. The options could be exercised in a period not exceeding 10 years from the date they were granted.

| Year of grant | Subscription price (in dollars) | Number of options outstanding | |
|---------------|------------------------------------|-------------------------------|-----------|
| | | 2000 | 1999 |
| 1997 | \$1.49 to \$1.75 | 165,502 | 210,318 |
| 1998 | \$2.00 to \$3.00 | 65,500 | 118,000 |
| 1999 | \$1.00 to \$2.00 | 2,265,000 | 2,727,000 |
| 2000 | \$1.35 | 300,000 | - |
| | | 2,796,002 | 3,055,318 |

Years ended December 31, 2000 and 1999

9. Share capital (continued):

(b) Stock options (continued):

Changes in the number of options outstanding during the past two fiscal years were as follows:

| | Options |
|---|-----------|
| Number of options as at December 31, 1998 | 756,911 |
| Granted | 2,925,750 |
| Cancelled | (627,343) |
| Number of options as at December 31, 1999 | 3,055,318 |
| Granted | 300,000 |
| Cancelled | (559,316) |
| Number of options as at December 31, 2000 | 2,796,002 |

The following table summarizes information about stock options outstanding at December 31, 2000:

| Range of exercise prices | Number outstanding | Weighted average remaining contractual life (in years) | Weighted average exercise price \$ | Number exercisable | Weighted average exercise price \$ |
|-----------------------------|-----------------------|--|--|-----------------------|--|
| \$1.00 to \$1.49 | 2,327,002 | 9.03 | 1.05 | 1,072,401 | 1.00 |
| \$1.50 to \$1.75 | 148,000 | 6.67 | 1.58 | 88,800 | 1.58 |
| \$2.00 to \$3.00 | 321,000 | 7.98 | 2.16 | 77,300 | 2.26 |
| | 2,796,002 | | | 1,238,501 | |

Years ended December 31, 2000 and 1999

10. Commitments:

The Company has commitments under various operating leases for office space and laboratories. The minimum annual payments are as follows:

| | \$ |
|---------------------|-----------|
| 2001 | 678,602 |
| 2002 | 669,728 |
| 2003 | 592,292 |
| 2004 | 558,178 |
| 2005 | 632,438 |
| 2006 and thereafter | 2,835,511 |

11. Contingency:

The Company and a subsidiary, ProMetic BioSciences Inc., have an outstanding claim from a former employee for an approximate amount of \$320,000. This claim was rejected by the Superior Court (Quebec, Canada) on August 8, 2000 and the former employee appealed against this judgment. After obtaining representation from their legal counselors, management is of the opinion that this claim is without substantial merit and no provision was recorded in these consolidated financial statements in that respect. Settlements, if any, will be charged to operations in the period in which the settlement occurs.

12. Financial instruments:

(a) Fair values:

The carrying amount of cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities approximates the fair value because of the near-term maturity of these instruments. The carrying amount of the Company's floating rate long-term debt approximates its fair value because it bears interest at current market floating rates.

(b) Credit risk:

The Company reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance.

(c) Foreign currency rate risk:

The Company receives a substantial part of its revenues in US dollars and the majority of its expenses are incurred in Sterling pounds. The Company does not possess nor issue financial instruments for hedging or trading purposes.

Years ended December 31, 2000 and 1999

13. Discontinuation of the generic pharmaceutical segment:

On September 30, 1999, the Company discontinued its activities in the generic pharmaceuticals business when its subsidiary ProMetic Pharma Inc. ("Pharma") made an assignment in favour of its creditor generally under the Bankruptcy and Insolvency Act. As a result, the following legal proceedings took place:

- (a) A guaranteed creditor of Pharma, is claiming \$2,021,619 from the Company pursuant to guarantees and agreements related to certain credit contracts concluded between this creditor and Pharma. The action was commenced on June 29, 2000.
- (b) A legal action was filed by a creditor of Pharma for recovery of certain amounts. The claim is for \$305,104.

The Company is contesting these claims and on the basis of the opinions provided by legal counsels, the Company is of the view that it has valid grounds for defence in respect of each claim. While management is confident to avoid any unfavorable outcome, it should however be noted that any settlement in favour of one of the above creditors could have an adverse effect on the Company's cash flows, its results of operations and its financial position. No provision related to these claims was recorded in these consolidated financial statements.

Settlements, if any, will be charged to operations in the period in which the settlement occurs.

14. Related party transactions:

The Company entered into the following transaction with related parties:

| | 2000 | 1999 |
|-----------------------------------|---------|---------|
| | \$ | \$ |
| Consulting fees paid to directors | 194,175 | 288,350 |

Years ended December 31, 2000 and 1999

15. Income taxes:

Significant components of the Company's net future income taxes balances are as follows:

| | \$ |
|--|-------------|
| Future income tax assets: | |
| Capital assets | 11,125 |
| Net losses | 5,256,343 |
| Financing costs | 1,143,648 |
| Undeducted research and development expenses | 265,020 |
| | 6,676,136 |
| Less: valuation allowance | (6,431,222) |
| Net future income tax assets | 244,914 |
| Future income tax liabilities: | |
| Capital assets | 244,914 |
| Net future income tax assets | - |

The Company has unutilized tax loss carryforwards and unamortized share issue expenses for which no tax benefit has been reflected in the financial statements. These items may be used to reduce taxable income and income taxes in future years. As at December 31, 2000, expiry dates and amounts are as follows:

| | Federal \$ | Provincial \$ | Other countries \$ |
|---|---------------|------------------|--------------------------|
| Tax loss carryforwards expiring in 2002 | 42,580 | 42,580 | - |
| Tax loss carryforwards expiring in 2003 | 525,630 | 364,589 | - |
| Tax loss carryforwards expiring in 2004 | 764,964 | - | - |
| Tax loss carryforwards expiring in 2005 | 1,100,268 | 1,149,113 | - |
| Tax loss carryforwards expiring in 2006 | 4,091,000 | 4,091,000 | - |
| Tax loss carryforwards expiring in 2007 | 3,213,135 | 3,213,135 | - |
| Tax loss carryforwards expiring in 2010 | - | - | 162,699 |
| Tax loss carryforwards expiring in 2011 | - | - | 467,255 |
| Tax loss carryforwards expiring in 2012 | - | - | 1,170,475 |
| Tax loss carryforwards expiring in 2018 | - | - | 1,447,184 |
| Tax loss carryforwards expiring in 2019 | - | - | 540,082 |
| Tax loss carryforwards expiring in 2020 | - | - | 77,050 |
| Tax loss carryforwards, no expiration date | - | - | 62,329 |
| Share issue expenses to be amortized over 1 year | 151,499 | 151,499 | - |
| Share issue expenses to be amortized over 2 years | 1,185,481 | 1,185,481 | - |
| Share issue expenses to be amortized over 3 years | 747,950 | 747,950 | - |
| Share issue expenses to be amortized over 4 years | 915,196 | 915,196 | - |
| | 12,737,703 | 11,860,543 | 3,927,074 |

Years ended December 31, 2000 and 1999

16. Net change in non-cash operating working capital items:

| | 2000 | 1999 |
|---|------------------|------------------|
| | \$ | \$ |
| (Increase) decrease in accounts receivable | (288,245) | 1,195,223 |
| Decrease (increase) in inventories | 219,003 | (105,656) |
| Increase in prepaid expenses | (17,324) | (89,149) |
| (Decrease) increase in accounts payable and accrued liabilities | (505,473) | 114,441 |
| | <u>(592,039)</u> | <u>1,114,859</u> |

17. Segmented information:

ProMetic is a leading biopharmaceutical company engaged in the research, development, manufacturing and commercialisation of a variety of commercial applications from its platform technology. ProMetic owns proprietary enabling technology essential for use in large-scale drug purification proteomics, medical applications and therapeutics.

Revenues by geographic segment are as follows:

| | 2000 | 1999 |
|-----------------------------------|------------------|------------------|
| | \$ | \$ |
| United States | 1,256,989 | 1,469,550 |
| United Kingdom | 797,025 | 609,247 |
| Europe (excluding United Kingdom) | 139,652 | 1,559,158 |
| Other | 37,598 | 57,745 |
| Canada | 160,672 | 74,012 |
| Intersegment sales | (172,907) | (814,072) |
| | <u>2,219,029</u> | <u>2,955,640</u> |

Net losses from the continuing operations by geographic segment are as follows:

| | 2000 | 1999 |
|----------------|------------------|------------------|
| | \$ | \$ |
| Canada | 3,890,293 | 3,021,676 |
| United States | 777,740 | 1,003,364 |
| United Kingdom | 499,607 | 657,496 |
| | <u>5,167,640</u> | <u>4,682,536</u> |

Years ended December 31, 2000 and 1999

17. Segmented information (continued):

Assets by geographic segment are as follows:

| | 2000 | 1999 |
|----------------|------------|-----------|
| | \$ | \$ |
| Canada | 8,010,094 | 4,489,475 |
| United Kingdom | 5,543,422 | 2,377,380 |
| United States | 633,921 | 600,954 |
| | 14,187,437 | 7,467,809 |

Capital assets by geographic segment are as follows:

| | 2000 | 1999 |
|----------------|-----------|-----------|
| | \$ | \$ |
| United Kingdom | 2,599,566 | 2,311,675 |
| Canada | 973,143 | 971,888 |
| United States | 47,677 | 84,431 |
| | 3,620,386 | 3,367,994 |

Capital expenditures by geographic segment are as follows:

| | 2000 | 1999 |
|----------------|---------|---------|
| | \$ | \$ |
| United Kingdom | 660,163 | 152,710 |
| Canada | 181,059 | 416,216 |
| United States | 3,687 | 3,571 |
| | 844,909 | 572,497 |

Major customer information:

As the Company is in its development phase, a considerable percentage of its R&D revenues are derived from a relatively small number of customers.

18. Comparative figures:

Comparative figures have been reclassified in order to conform with the current year's presentation.