IMMUNOPRECISE ANTIBODIES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JULY 31, 2017

The following Management's Discussion and Analysis ("MD&A"), prepared as of September 29, 2017, should be read in conjunction with the unaudited condensed interim consolidated financial statements of ImmunoPrecise Antibodies Ltd. ("the Company" or "IPA") (formerly Tanqueray Exploration Ltd. or "Tanqueray") for the three months ended July 31, 2017, together with the audited financial statements of the Company for the year ended April 30, 2017 as well as the accompanying MD&A for the year then ended. This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of IPA.

The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board and as applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. Except as otherwise noted all dollar figures in this MD&A are stated in Canadian dollars which is the Company's reporting currency.

FORWARD-LOOKING STATEMENTS

The Company's financial statements for the three months ended July 31, 2017, and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators.

Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions.

Forward-looking statements in this MD&A include statements regarding the Company's future plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A.

Forward looking statements are based on a number of material factors and assumptions, including economic conditions in Canada and globally will continue to show modest improvement in the near to medium future, no material change to competitive environment, the Company will be able to access sufficient qualified staff from life sciences industry, and there will be no material changes to the tax and other regulatory requirements governing the Company. While the Company considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements except as required by applicable securities laws, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

GENERAL

The Company was incorporated under the laws of Alberta on November 22, 1983. The Company is listed on the TSX Venture Exchange (the "Exchange") as a Tier 2 life science issuer under the trading symbol "IPA". The Company's OTC symbol is "IPATF". The address of the Company's corporate office is 3204 – 4464 Markham Street, Victoria, BC V8Z 7X8.

REVERSE TAKEOVER TRANSACTION

On December 21, 2016, IPA completed a reverse takeover transaction (the "RTO" or the "Transaction") with 0496106 BC Ltd., pursuant to which IPA acquired all of the issued and outstanding common shares of 0496106 BC Ltd. Upon completion of the Transaction, the consolidated entity (the "Resulting Issuer") has continued to carry on the business of 0496106 BC Ltd., which is as a supplier of custom hybridoma development services. As part of the Transaction, the Company changed its name from Tanqueray Exploration Ltd. to ImmunoPrecise Antibodies Ltd. and commenced trading on the Exchange under the symbol "IPA" on December 29, 2016.

Under the terms of the Transaction, IPA acquired all of the issued and outstanding common shares of 0496106 BC Ltd. and, in consideration of which, IPA (A) paid the principal shareholders of IPA $1,000,000 and (B) issued a total of 9,602,966 common shares to the shareholders of 0496106 BC Ltd. such that they hold 25% of the issued and outstanding shares of the Company on closing of the Transaction and the concurrent private placement that closed at the same time.

As a result of the Transaction, the former shareholders of 0496106 BC Ltd., for accounting purposes, were considered to have acquired control of Tanqueray. Accordingly, the acquisition of 0496106 BC Ltd. was accounted for as a reverse takeover that was not a business combination and effectively was a capital transaction of IPA. 0496106 BC Ltd. has been treated as the accounting parent company (legal subsidiary) and IPA has been treated as the accounting subsidiary (legal parent) in these consolidated financial statements. As 0496106 BC Ltd. was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in these consolidated financial statements at their historical carrying value. IPA's results have been included from December 21, 2016, the date of the Transaction.

The cash consideration has been treated as a return of capital. Since IPA's operations do not constitute a business, the carrying value of the net assets of IPA has been credited to the share capital of the Resulting Issuer. Listing expense is expensed and is calculated by reference to the value of IPA shares issued in the concurrent financing.

The purchase price has been allocated as follows:

	$
13,275,639 common shares of the Company at $0.30 per share	3,982,692
Fair value of consideration	3,982,692
Cash	141,994
Amounts receivable	3,595
Prepaid expenses	5,000
Equipment and leasehold improvements	1,784
Accounts payable and accrued liabilities	(56,841)
Listing expense	3,887,160
	3,982,692

As part of the Transaction, Tanqueray paid a finder's fee of $97,022.

As the Transaction is accounted for as an RTO, the consideration paid by IPA to acquire 0496106 BC Ltd. is the fair value of the shares that remain with the previous shareholders of 0496106 BC Ltd. after the Transaction is completed. In an RTO transaction, the acquirer's primary purpose for completing the transaction is to acquire the public listing held by the acquiree and therefore the residual value of the consideration above IPA's net asset value is considered a listing expense and needs to be recorded for accounting purposes. Since the net assets of IPA were valued at $95,532, the residual value of the consideration paid above the net asset value of $3,887,160 was recorded as a listing expense during the year ended April 30, 2017.

ACQUISITION OF U-PROTEIN EXPRESS BV

On August 23, 2017, the Company announced that it has completed the acquisition of U-Protein Express BV ("U-Protein") whereby the Company has acquired all of the issued and outstanding shares of U-Protein for €6,830,000 on terms as follows:

- €2,734,732 (CAD$4,047,390) was paid in cash on closing;
- 3,030,503 common shares of the Company were issued on closing; and
- €2,047,634 (CAD$3,030,498) in deferred payments over a three-year period. The deferred payments can be made in cash or common shares of the Company at the election of U-Protein shareholders.

In conjunction with acquisition of U-Protein, the Company completed a non-brokered private placement, issuing 5,250,000 common shares at $1.00 per share for gross proceeds of $5,250,000. The Company issued 281,100 common shares and paid a total of $12,000 as finders' fees. As at July 31, 2017, $74,455 of net proceeds have been received in advance of the closing of the private placement.

DESCRIPTION OF BUSINESS

The Company provides its customers with custom antibody engineering and production services to support their research and development efforts.

Antibodies are naturally occurring proteins capable of binding to specific target molecules, or antigens. They have been used very widely in research assays, diagnostics, purification and therapeutics. The target market for the Company's antibody and peptide products includes organizations in the academic, biological, diagnostic and pharmaceutical fields. This is a large growing market that is expected to double in the next ten years.

The Company operates from state-of-the-art laboratory facilities located at the Vancouver Island Technology Park in Victoria, British Columbia which house its tissue culture and molecular facilities as well as an animal care unit. The Company is a member of the Canadian Council for Animal Care and in association with U-Protein its subsidiary laboratory operate in Life Science Incubator, Utrecht Science Park, Utrecht, the Netherlands.

The services offered to customers include the development of mouse and rat monoclonal and rabbit recombinant monoclonal antibodies against a wide spectrum of antigens, as well as polyclonal antibodies, immunologically based assays, and solutions to challenges faced by clients in antibody related research and development. In addition, cryopreservation services are provided for the storage of valuable biological materials including hybridoma clones, plasmid constructs, and cell lines. The antibodies produced by the company target a wide variety of environmental, diagnostic and research applications.

The Company employs an experienced group of R&D scientists, and over the last 22 years its investments in research have led to the creation of innovative and proprietary technologies and methods that significantly improve the speed and efficiency of monoclonal and polyclonal antibody production. These include:

- Rapid Prime - Hybridoma development is undertaken using the Company's proprietary Rapid Prime process. Rapid Prime antibody production times are typically 30% quicker than traditional methods, significantly accelerating research throughput for client companies.
- RMAT - The Company is a recognized leader in the production of rabbit-derived monoclonal antibodies. The proprietary RMAT monoclonal antibody development process offers an innovative approach to producing antibodies of very high binding affinity, which is a very desirable outcome for clients.
- ImmunoProtect™ is a unique service that serves as an insurance policy to protect clients against their cell lines losing viability, thereby mitigating the risks of having to undertake costly and time-consuming redevelopment efforts.

CORPORATE STRATEGY

Since April 30, 2017, the Company has made noteworthy progress in its four priority areas identified by management and the Board of Directors. The four stated priority areas include: (1) growing the core business; (2) establishing a strong presence in the development of monoclonal antibodies for use as human therapeutics; (3) pursuing M&A activities and establishing growth-enabling strategic partnerships; and (4) developing a strong and valuable portfolio of intellectual property assets.

The Company is deliberate in its efforts to grow the core business and has invested heavily in sales and marketing infrastructure and personnel. As a result, the Company has signed 14 new agreements of which represents a sixty percent (60%) growth in its number of active long-term service agreements, with nine (9) new customers. In particular, the Company is continuing to strengthen its niche position in the production of rabbit monoclonal antibodies, which is a service producing both encouraging revenue and margin growth.

The company is establishing a market presence in the development of both human and humanized monoclonal antibodies and its early efforts have demonstrated encouraging results through two R&D projects using a transgenic humanizing platform with one of the leading suppliers of transgenic mice and rats. The Company has demonstrated the viability of its proprietary methods in developing high-quality results. Antibody humanization is a high margin service that the Company anticipates will see rapidly increasing demand in the next fiscal year onwards. As a result of this work, the Company has been awarded its first two significant commercial humanizing projects from established biotech companies.

The Company is aggressively pursuing M&A opportunities, and accordingly acquired U-Protein of Utrecht, NL in August 2017. U-Protein is a strong strategic fit with ImmunoPrecise in terms of the intellectual property assets that will result from the combination. In addition, the combination will broaden the joint entity's portfolio of services and geographic reach in the sense that U-Protein services will be offered to ImmunoPrecise clients in North America, and ImmunoPrecise services will be offered to U-Protein clients in Europe. The Board continues to endorse and invest in M&A activities that will add both strategic and market impact.

The Company is continuing to invest strategically in developing a strong and valuable portfolio of intellectual property assets securing its profitably in future years. Numerous evaluation and research initiatives are underway in areas such as human antibodies, immuno-oncology, and other promising fields (e.g., development of immune-contraceptive vaccine which will build on its proprietary technology and patent portfolio). In addition, the Company is crafting materials to support application for four provisional patents to be filed during the 2018 fiscal year.

OUTLOOK

The Company's focus is on aggressively expanding its share of the USD$2.6 billion research and development antibody market, delivering its products and services to academic, diagnostic, biotechnology and pharmaceutical customers globally. As of July 31, 2017, the Company had $1,674,307 in working capital to finance its growth initiatives.

During the three months ended July 31, 2017 the Company continued to make foundational growth-enabling investments in operational efficiency, improvement to gross margins, new information systems, internet marketing capabilities and lead generation, expansion of laboratory facilities, market research and research and development initiatives aimed at new offerings in the development of humanized antibodies.

OVERALL PERFORMANCE

The Company continued to add new equipment and incur leasehold improvement costs to build a new laboratory that will effectively double the Company's revenue generating capacity. In addition, the Company increased staffing levels in anticipation of the execution of its strategic and growth initiatives.

The Company's management and organization structure has been formalized, with line managers being appointed and given clear accountabilities for the performance of their operating units as well as specific responsibilities for activities aligned with driving forward the company's strategic initiatives: growth of the core

business, achieving widespread recognition for the production of humanized antibodies, and developing a unique and valuable portfolio of intellectual property assets that can be profitably leveraged in future years.

To support management and the Board of Directors in exercising oversight, the Company has adopted state-of-the-art information systems for marketing and sales automation and customer relationship management (Salesforce), as well as accounting and financial reporting, resource planning and project management (Financial Force). The Company will implement laboratory management software in the coming year to complete its technology infrastructure. Comprehensive operational and management reporting capabilities are being instituted with a view to effectively supporting a geographically dispersed organization.

The Company's total assets at July 31, 2017 decreased to $3,007,608 from $3,928,989 at April 30, 2017 as a result of the cash expenditures on expenses in order to accommodate its strategic and growth initiatives and to complete the acquisition of U-Protein. The Company also continued to add new equipment and incur leasehold improvement costs to build the new lab during the three months ended July 31, 2017 as it continues to increase its activity.

RESULTS OF OPERATIONS

Three Months ended July 31, 2017

During the three months ended July 31, 2017 the Company experienced a decrease in revenues to $591,058 from $727,425 in 2016. This result represents a 18.75% reduction in revenue and stems from a temporary focus on growth building investments to facilitate growth in capacity and margins, expansion in the core business and acquisition activities.

The Company recorded a net loss of $857,832 during the three months ended July 31, 2017, compared to net income of $148,939 for the three months ended July 31, 2016. The net loss is comprised of an operating loss of $857,832, which is partly attributable to non-recurring costs in foundational growth-enabling investments made to pursue strategic initiatives. These attracted consulting fees and other one-time costs for items such as systems development, business development and operational efficiency aimed at configuring the Company for significant future growth. In addition, the Company incurred consulting, travel and legal costs in order to complete the acquisition of U-Protein.

Variances of note in the following expenses are:

- Advertising expenses increased to $33,001 from $4,002 in 2016 due to the Company's investment in the development of a new website, internet marketing initiatives, and lead generation.
- Salaries and benefits expense increased to $551,929 from $276,755 in 2016 due to increased staffing levels to accommodate greater commercial activity and future growth.
- Research and development costs increased to $106,322 from $59,220 in 2016 as part of the company's goal to broaden the breadth and value of its intellectual property assets, and perfect methods and techniques inherent in the production of humanized antibodies.
- Non-recurring consulting fees of $100,687 in 2017 (2016 - $15,859) were incurred to support the Company's initiatives focused on business development, operational efficiency, and systems implementation.
- The office and general expense increased to $62,563 from $16,105 in 2016 due to an increase in commercial activities.
- Professional fees of $88,386 (2016 - $11,865) increased as a result of the Company's increased regulatory filing requirements and also in relation to the acquisition of U-Protein.
- The rent expense increased to $70,799 from $33,852 in 2016, due to the expansion of the Company's laboratory facilities.
- The Company recorded a share-based payments expense of $158,263 as a result of the vesting of the 1,960,000 stock options granted during the April 30, 2017 fiscal year.
- The travel expense increased to $76,714 from $619 in 2016 due to an increase in business activities and in connection with the acquisition of U-Protein.

SUMMARY OF QUARTERLY RESULTS

The following table sets out financial information for the past eight quarters:

	Three Months Ended ($)			
	July 31, 2017	**April 30, 2017**	**January 31, 2017**	**October 31, 2016**
Total revenue	591,058	594,448	510,835	797,807
Comprehensive (loss) income	(857,832)	(1,196,462)	(4,437,461)	101,164
Basic and diluted loss per share*	(0.02)	(0.03)	(0.20)	0.01

	Three Months Ended ($)			
	July 31, 2016	**April 30, 2016**	**January 31, 2016**	**October 31, 2015**
Total revenue	727,425	695,862	413,021	421,724
Comprehensive income (loss)	148,939	356,339	(51,526)	(33,735)
Basic and diluted loss per share*	0.02	0.04	(0.01)	(0.00)

*The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants.

The loss for the quarter ended January 31, 2017 is greater than other quarters as the Company recorded a listing expense of $3,887,160 upon completion of the Transaction.

The losses for the quarters ended July 31, 2017 and April 30, 2017 are greater than other quarters as the Company invested heavily in growth enabling initiatives.

FINANCING ACTIVITIES

In August 2017, the Company completed a private placement, issuing 5,250,000 common shares at $1.00 per share for gross proceeds of $5,250,000. The Company also issued 281,100 common shares as finders' fees.

LIQUIDITY AND CAPITAL RESOURCES

The Company's objectives when managing capital are to ensure sufficient liquidity for operations and adequate funding for growth and capital expenditures while maintaining an efficient balance between debt and equity. The capital structure of the Company consists of credit facilities and shareholders' equity.

The Company makes adjustments to its capital structure upon approval from its Board of Directors, in light of economic conditions and the Company's working capital requirements. There were no changes in the Company's approach to capital management during the year. The Company does not presently utilize any quantitative measures to monitor its capital. The Company is not subject to any externally imposed capital requirements.

As at July 31, 2017, the Company held cash of $1,269,771 (April 30, 2017 – $2,578,445) and had working capital of $1,674,307 (April 30, 2017 – $2,447,476). During the three months ended July 31, 2017, net cash used by operating activities was $1,197,570 (2016 – Cash provided of $5,580). As part of the financing activities, the Company received net proceeds of $74,455 in advance of the closing of a private placement and paid dividends of $nil (2016 - $90,000).

The Company made equipment purchases of $172,889 (2016 - $6,409) and acquired short term investments and marketable securities of $nil (2016 - $50,000). The Company also incurred acquisition costs of $12,670 in connection with the acquisition of U-Protein.

As at July 31, 2017, the Company does not have any commitments for capital expenditures.

CAPITAL EXPENDITURES

The Company made equipment purchases of $172,889 (2016 - $6,409) and incurred acquisition costs of $12,670 during the three months ended July 31, 2017.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management consists of Thomas D'Orazio, President and Chief Executive Officer, Robert Beecroft, Chief Technical Officer, Natasha Tsai, Chief Financial Officer, Lauren Smith, Vice President of Sales and Marketing, Teri Otto, Director of Laboratory Services, and the Directors of the Company. The compensation for key management is as follows:

	2017 $	2016 $
Salaries and other short-term benefits[(1)]	134,600	87,338
Share-based payments	65,196	-
	199,796	87,338

[(1)] The charge includes salaries and benefits paid to Thomas D'Orazio, Robert Beecroft, Lauren Smith, and Teri Otto, and consulting fees paid to Malaspina Consultants Inc. in which Natasha Tsai is an associate, and Guy Champagne.

At July 31, 2017, included in accounts payable and accrued liabilities is $14,416 (April 30, 2017 - $14,036) due to related parties.

During the three months ended July 31, 2017 and 2016, the spouse of the Chief Technical Officer provided administrative services for $12,738 (2016 – $8,333).

OUTSTANDING SHARE DATA

The Company's outstanding share information as at September 29, 2017 is as follows:

Security	Number	Exercise Price	Expiry date
Issued and outstanding common shares	47,141,792	NA	NA
Stock options	200,000	$1.24	March 15, 2019
Stock options	1,653,333	$0.30	December 20, 2021
Stock options	105,000	$1.24	March 15, 2022
Stock options	1,750,000	$1.01	September 18, 2022
Warrants	650,000	$0.30	March 17, 2018
Total	51,500,125		

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet transactions.

COMMITMENTS

During the year ended April 30, 2017 the Company extended its existing operation lease agreements for rental of office and laboratory space to include one additional office space and for an additional term of 5 years. The new lease agreement commenced January 1, 2017 and terminates on December 31, 2021. The new lease is in the amount of $12,553 per month for all three spaces from January 1, 2017 to April 30, 2018 and $13,543 per month from May 1, 2018 to December 31, 2021. The Company also has two operating leases for laboratory equipment with commitments to August 2018.

The minimum annual payments under these leases, excluding operating costs, are as follows:

	$
2018	165,479
2019	163,358
2020	162,518
2021	162,518
2022	108,345
	762,218

SUBSEQUENT EVENT

On September 18, 2017, the Company granted 1,750,000 stock options, exercisable at $1.01 per option, to officers and employees of the Company. The options expire on September 28, 2022 and are subject to vesting conditions as follows: one-third 6 months after grant date; one-third 12 months after grant date and one-third 18 months after grant date.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS required estimates and judgments that affect the amounts reported in the financial statements. Actual results could differ from these estimates and judgments. Significant areas requiring the use of estimates and judgments are as follows:

Functional currency
The Company has used judgment in determining the currency of the primary economic environment in which the entity operates.

Amounts receivable
The Company monitors the financial stability of its customers and the environment in which they operate to make estimates regarding the likelihood that the individual trade receivable balances will be paid. Credit risks for outstanding customer receivables are regularly assessed and allowances are recorded for estimated losses.

Investment tax credit receivable
The investment tax credits are estimated by management based on quantitative and qualitative analysis and interpretation of various government programmes, related restrictions, limitations, definitions, and eligibility conditions. Management involves its technical staff and external specialists in determining if the expenditures meet the requirements of the different tax credit claims.

Equipment
The Company has used estimates in the determination of the expected useful lives and amortization rates of equipment and leasehold improvements.

Revenue recognition
The percentage-of-completion method requires the use of estimates to determine the stage of completion which is used to determine the recorded amount of revenue, unbilled revenue and deferred revenue on uncompleted contracts. The determination of anticipated revenues includes the contractually agreed revenue and may also involve estimates of future revenues if such additional revenues can be reliably estimated and it is considered probable that they will be recovered. The determination of anticipated costs for completing a contract is based on estimates that can be affected by a variety of factors, including the cost of materials, labour, and sub-contractors. The determination of estimates is based on the Company's business practices as well as its historical experience. Estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following revised standards are effective for the annual periods noted with earlier application permitted. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements. The Company also has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

Financial instruments
In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments* ("IFRS 9"), which reflects all phases of the financial instruments project and replaces IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39") and all previous versions of IFRS 9. The new standard introduces new requirements for classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. The Company intends to adopt IFRS 9 in its financial statements for the fiscal year beginning May 1, 2018. The extent of the impact of adoption has not yet been determined.

Revenue recognition
In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15') establishing a comprehensive framework for revenue recognition. The standard replaces IAS 18, *Revenue* and IAS 11, *Construction Contracts* and related interpretations and is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company intends to adopt IFRS 15 in its financial statements for the fiscal year beginning May 1, 2018. The extent of the impact of adoption has not yet been determined.

Leases
In January 2016, the IASB issued IFRS 16, *Leases*, which supersedes IAS 17, *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning May 1, 2019. The extent of the impact of adoption has not yet been determined.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements for the three months ended July 31, 2017 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and exchangeable notes. Their carrying amounts approximate fair value due to their immediate or short-term maturity.

RISKS AND UNCERTAINTIES

Research and Development and Product Development
IPA is a life science company that makes customized antibodies and is engaged in the research and product development of new process, procedures and innovative approaches to the antibody production and new antibodies. The Company has been engaged in such research and development activities for over 20 years and has had significant success. However, there is an on-going expense associated with research and development activities and no assurance that such research and product development activities will produce new and innovative processes, procedures or innovative approaches to antibody production or new antibodies.

Custom Products
The Company is reliant on the development, marketing and sale of its current custom monoclonal and polyclonal antibodies. If it does not achieve sufficient market acceptance of its expansion of its

commercialization of its products and services, it will be difficult for the Company to achieve consistent profitability.

Obsolescence
Maintaining a competitive position requires constant growth, development and strategic marketing and planning. If the Company is unable to maintain a technological advantage, its ability to grow its business will be adversely affected and its products may become obsolete compared with other technologies.

Competition
IPA may face significant competition in selling its products and services. Many competitors may have substantial marketing, financial, development and personnel resources. To remain competitive, the Company believes that it must effectively and economically provide: (i) products and services that satisfy customer demands, (ii) superior customer service, (iii) high levels of quality and reliability, and (iv) dependable and efficient distribution networks. Increased competition may require the Company to reduce prices or increase spending on sales and marketing and customer support, which may have a material adverse effect on its financial condition and results of operations. Any decrease in the quality of IPA's products or level of service to customers or any occurrence of a price war among the Company's competitors may adversely affect the business and results of operations.

Intellectual Property Protection
Although IPA is developing its patent portfolio, IPA's intellectual property is still protected primarily through trade secrets and copyright protection. The Company takes steps to document and protect its trade secrets and authorship of works protectable by copyright. However, there is no guarantee that such steps protect against the disclosure of confidential information, rights of employees, or that legal actions would provide sufficient remedy for any breach. Additionally, IPA's trade secrets might otherwise become known or be independently developed by competitors. If the Company's internal information and knowledge cannot be protected, the business might be adversely affected.

Failure of Laboratory Facilities
IPA's operations could suffer as a result of a failure of its laboratory facilities. The Company's business is dependent upon a laboratory infrastructure to produce products and services. These systems and operations are vulnerable to damage and interruption from fires, earthquakes, telecommunications failures, and other events. Any such errors or inadequacies in the software that may be encountered could adversely affect operations, and such errors may be expensive or difficult to correct in a timely manner.
The production of monoclonal and polyclonal antibodies requires state of the art laboratory facilities and animal care standards and the success of these laboratory services depends on the recruitment and retention of highly qualified technical staff to maintain the level and quality of standard of IPA's products and services expected from customers. There is no assurance that the Company will be able to expand and operate such state-of-the-art laboratory services and recruit and retain qualified staff.

IPA produces and supplies monoclonal and polyclonal antibodies and there is no guarantee that such production will be successful and produce the desired results. As a result, IPA continues to be exposed to potential liability that may exceed any insurance coverage that it may obtain in the future. As a result, the Company may incur significant liability exposure, which may exceed any insurance coverage that the Company may obtain in the future. If IPA elects to purchase such insurance in the future, the Company may not be able to maintain adequate levels of insurance at reasonable cost and/or reasonable terms. Excessive insurance costs or uninsured claims may result in an operating loss for the Company and affect the Company's financial condition.

Growth Risk
A key component of the Company's strategy is to continue to grow, both by increasing sales and earnings in existing markets with existing products, and by expanding into new markets and products. There can be no assurance that the Company will be successful in growing its business or in managing its growth. The Company's growth depends on, among other things:

- identifying and developing new markets and products;
- identifying and acquiring other businesses that are suitable acquisition candidates;

- successfully integrating any acquired businesses with existing operations;
- establishing and maintaining favourable relationships with customers in new markets, and maintaining these relationships in existing markets;
- establishing and maintaining favourable relationships with suppliers in new markets, and maintaining these relationships in existing markets; and
- successfully managing expansion and obtaining required financing.

In addition, the Company will depend on its ability to implement, inter alia, the following elements of its growth strategy:

- develop and expand sales through acquisitions;
- introduce new product lines; and
- carry out acquisitions, including identifying to the extent possible liabilities of the newly acquired businesses.

Financial and Regulatory Risks

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

FURTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.