No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities law and, subject to certain exceptions, may not be offered or sold within the United States. This Prospectus does not constitute an offer to sell or solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Initial Public Offering **Prospectus** **October 13, 2005**

Immuno Research Inc.

Minimum: 2,400,000 Units ($1,200,000) at $0.50 per Unit
Maximum: 4,000,000 Units ($2,000,000) at $0.50 per Unit

Immuno Research Inc. ("Immuno") is offering, and this Prospectus qualifies the distribution of, a minimum of 2,400,000 Units and a maximum of 4,000,000 Units (the "Units") issuable at a price of $0.50 per Unit (the "Offering"). Each Unit consists of one common share in the capital of Immuno (a "Common Share") and one half of one non-transferrable share purchase warrant of Immuno. The offering price of the Units was determined by negotiations between Immuno and Raymond James Ltd. (the "Agent").

Each whole warrant (a "Warrant") entitles the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share at a price of $0.75 per Common Share (a "Warrant Share") at any time on or prior to the close of business on the date that is 24 months from the Closing Date (as defined below), after which time the Warrant will be null and void. See "Plan of Distribution". The distribution of the Common Shares and Warrants comprising the Units is qualified hereunder.

An investment in the securities offered by this Prospectus is speculative and involves a high degree of risk due to the nature of our business, its present state of development, and other risk factors that are inherent in such an investment. We have not paid any dividends on our Common Shares to date. Subscribers, therefore, must rely almost exclusively upon the ability, expertise, judgment, discretion, integrity and good faith of our management. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

PRICE: $0.50 per Unit

	Price to the Public	Agent's Commission [(1)(2)]	Net proceeds[(2)(3)]
Per Unit	$0.50	$0.05	$0.45
Minimum Offering	$1,200,000	$120,000	$1,080,000
Maximum Offering.....	$2,000,000	$200,000	$1,800,000

(1) We will pay to the Agent a commission equal to 10% of the gross proceeds of the Offering. In addition, we will reimburse the Agent for certain of its out-of-pocket disbursements and expenses associated with conducting due diligence and other expenses incurred in connection with this Offering including, the fees, disbursements and applicable taxes of the Agent's legal counsel, of which $7,500 was paid on January 17, 2005. We will also grant to the Agent, for no additional consideration, broker's share-purchase warrants ("Broker's Warrants") entitling the Agent to purchase Common Shares equal to 10% of the number of Units sold under the Offering at a price of $0.50 per share. The Broker's Warrants shall expire on or prior to the close of business on the date that is 24 months from the Closing Date. This Prospectus also qualifies the distribution of the Broker's Warrants. In connection with the services provided by the Agent, we will also pay the Agent a corporate finance fee of $25,000 (plus GST), of which $12,500 (plus GST) was paid on January 17, 2005. Refer to "Plan of Distribution".

(2) We have granted to the Agent an over allotment option (the "Over-allotment Option") to purchase up to an additional 15% of the number of Units sold on the closing of the Offering on the same terms as set forth above, exercisable on or before the closing of the Offering. In the event the Agent exercises the Over-allotment Option in full, and assuming the maximum offering, proceeds from the

Over-allotment Option will be $300,000 (less the Agent's commission of $30,000) for net proceeds to us of $270,000. The grant of the Over-allotment Option and the issuance of Units purchased pursuant to exercise of the Over-allotment Option are also qualified for distribution hereunder. See "Plan of Distribution".

(3) After deducting the Broker's Fees, but before deducting the balance of expenses related to this Offering including legal, printing and audit expenses, estimated to be $15,000, but excluding various fees payable to regulatory authorities or stock exchanges.

This Offering is being made to investors resident in British Columbia and Alberta.

We have applied to list the Common Shares distributed under this Prospectus on the TSX Venture Exchange (the "Exchange"). The Exchange has conditionally accepted the listing of our Common Shares, subject to us fulfilling, among other things, all the listing requirements of the Exchange.

All funds received from subscriptions for Units will be held in escrow by the Agent pursuant to the terms of an agency agreement dated September 6, 2005 between Immuno and the Agent (the "Agency Agreement"). If the minimum subscription of 2,400,000 Units is not raised within 90 days of the issuance of a receipt for the Prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction. See "Plan of Distribution".

The Agent conditionally offers these securities, subject to prior sale, on a commercially reasonable efforts basis, if, as, and when issued by us and accepted by the Agent in accordance with the terms and conditions contained in the Agency Agreement, and subject to the approval of certain legal matters on our behalf by Thomas, Rondeau, *Business Lawyers* and on behalf of the Agent by Miller Thomson LLP.

Raymond James Ltd.
Suite 2200-925 West Georgia Street
Vancouver, British Columbia V6C 3L2

Telephone: (604) 659-8200
Facsimile: (604) 659-8099

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GLOSSARY

The following terms used in this Prospectus have the following meanings:

"**Agency Agreement**" means the agency agreement dated for reference September 6, 2005, between Immuno and the Agent;

"**Agent**" means Raymond James Ltd.;

"**Broker's Warrants"** means the share purchase warrants to be issued to the Agent in consideration of its services in connection with the Offering. Each Broker's Warrant entitles the Agent to purchase one Common Share at a price of $0.50 for twenty-four (24) months following the Closing Date;

"**Closing Date**" means the day which is 10 days after the Offering Date;

"Common Shares" means the common shares of Immuno;

"**Corporate Finance Fee**" means the $25,000 corporate finance fee payable to the Agent as agent, pursuant to the Agency Agreement;

"Escrow Agent" means Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, BC V6C 3B8;

"**Exchange**" means the TSX Venture Exchange;

"**Immuno**" means Immuno Research Inc.;

"**Immuno Escrow Agreement**" means the escrow agreement dated April 26, 2005 between Immuno, the Escrow Agent and certain shareholders of Immuno;

"**Offering**" means the proposed offering by Prospectus of a minimum of 2,400,000 Units at a price of $0.50 per Unit to raise gross proceeds of $1,200,000, and up to a maximum of 4,000,000 Units at a price of $0.50 per Unit to raise gross proceeds of up to $2,000,000 with the Agent acting as selling agent. Each Unit is comprised of one Common Share and one Warrant;

"**Offering Date**" means the date chosen by the Agent and Immuno to contract the purchases of Units by the purchasers;

"**Offering Price**" means $0.50 per Unit;

"Over-allotment Option" means the option to purchase up to an additional 15% of the number of Units sold of the closing of the offering, exercisable within 60 days of the closing of the offering to cover over allotments;

"**Units**" means the units being offered in this Offering, each unit comprised of one Common Share and one half of one Warrant;

"**Warrant"** means each whole Warrant entitling the holder thereof to acquire one Common Share at a price of $0.75 per Common Share at any time on or prior to the close of business on the date that is twenty-four (24) months from the Closing Date; and

"Warrant Shares" means the Common Shares issuable on the due and proper exercise of the Warrants.

GLOSSARY OF TECHNICAL TERMS

The following technical terms used in this Prospectus have the following meanings:

"antigen" means any molecule capable of being recognized by an antibody or T-cell receptor;

"B cells" such as B-lymphocytes, are one of the two major classes of lymphocytes that mature in the bone marrow. Upon activation by an antigen, B cells differentiate into cells producing an antibody of the same specificity as their initial receptor;

"β-lactoglobulin" is a protein extracted from bovine whey;

"chromatography" is any one of a number of techniques used for the separation of complex mixtures that rely on the differential affinities of substances for a gas or liquid mobile medium and for a stationary adsorbing medium through which they pass;

"colostrum" is the thin yellowish fluid, also called *foremilk*, which is secreted by the mammary glands at the time of parturition that is rich in antibodies and minerals, and precedes the production of true milk;

"expanded bed adsorption" is a process by which proteins are extracted from crude particulate, such as bovine whey, by filtering the bovine whey through a cylindrical column containing an adsorption medium. The adsorption medium separates the proteins from the whey and retains the proteins after the whey has been filtered out of the cylinder column;

"foal" means the young offspring of a horse or other equine animal;

"Ig" means Immunoglobulin, and are any of a group of large glycoproteins that are secreted by plasma cells and that function as antibodies in the immune response by binding with specific antigens. There are five isotypes of immunoglobulins: IgA, IgD, IgE, IgG, and IgM;

"IgG" means glycoprotein immunoglobulin;

"IgY" is immunoglobulin found in the yolk of poultry eggs;

"lactoferrin" is a protein extracted from bovine whey;

"nutraceuticals" means a product derived from foods which have been shown to have a physiological benefit or provides protection against chronic disease;

"NHP" means natural health products;

"Pure IgG equivalent" refers to the amount of IgG that is required to be supplied to a customer in order for the customer to obtain 100% of the IgG contracted for, notwithstanding the actual quantity of bulk IgG product delivered to a purchaser. This practice results from the fact that bulk IgG product only contains a percentage of IgG by weight;

SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements appearing or referred to elsewhere in this Prospectus. Certain capitalized words and terms used in this summary are defined in the Glossary.

Issuer:	Immuno Research Inc. ("Immuno")
Business and Industry of Immuno:	Immuno is a biotechnology company that specializes in the extraction, development and commercialization of polyclonal antibodies, intended for use in the aquaculture and agriculture industries and as a nutraceutical for human consumption. Immuno extracts polyclonal antibodies from bovine whey using a process known as "expanded bed absorption" ("EBA"). See "Our Business".
The Offering:	The Offering consists of a minimum of 2,400,000 Units ($1,200,000) and a maximum of 4,000,000 Units ($2,000,000) where each Unit consists of one Common Share and one half of one Warrant. Each whole warrant entitles the holder thereof to acquire one Common Share at a price of $0.75 per Common Share for a period that is 24 months from the Closing Date. We have also granted the Agent an Over-allotment Option to acquire up to an additional 15% of the number of Units sold on the closing of the Offering. The Over-allotment Option is exercisable on or before the closing of the Offering and is granted to cover any over allotments. The Prospectus also qualifies the distribution of the Broker's Warrants, the Over-allotment Option, and the issue of any Units upon exercise of the Over-allotment Option. See "Plan of Distribution".
Agent's Compensation:	We have agreed to pay the Agent a commission equal to 10% of the gross proceeds of the Offering. In addition, we will reimburse the Agent for certain out-of-pocket expenses associated with conducting due diligence and other expenses incurred in connection with this Offering. We will also grant to the Agent, for no additional consideration, broker's share purchase warrants entitling the Agent to purchase Common Shares equal to 10% of the number of Units sold under the Offering at a price of $0.50 per share. The Broker's Warrants shall expire on or prior to the close of business on the date that is 24 months from the Closing Date. We will also pay the Agent a corporate finance fee of $25,000 (plus GST), of which $12,500 was paid on January 17, 2005.
Price:	$0.50 per Unit.
Minimum Offering:	The Offering is subject to a minimum distribution of 2,400,000 Units for gross proceeds of $1,200,000. See "Plan of Distribution".
Warrants:	Each whole Warrant entitles the holder thereof to purchase one Warrant Share at a price of $0.75 per Warrant Share at any time on or before twenty-four (24) months from the Closing Date.
Use of Proceeds:	The net proceeds from the Offering will be $1,800,000, if the maximum offering is subscribed, and $1,080,000 if the minimum offering is subscribed, which, after deducting the adjusted estimated working capital deficiency of ($122,986), as of September 30, 2005, will be primarily allocated as follows:

Item	Minimum Offering	Maximum Offering
Balance of corporate finance fee	$12,500 (plus GST)	$12,500 (plus GST)
Balance of estimated costs of the Offering	$15,000	$15,000
Estimated business development costs	$533,000	$1,217,000
General and administrative expenses – 12 months	$210,000	$210,000
Evaluate IgG as an animal feed supplement	Nil	$40,000
Repayment of Note to Jeffrey Nichols	$58,500	$58,500
Working capital	$128,014	$124,014

For a more detailed discussion on our proposed expenditures, see "Use of Proceeds".

Risk Factors: An investment in the Units should be considered highly speculative due to the nature of our business and our present stage of development. Investors should carefully consider the following risk factors:

- the presence of a "going concern" notice in our financial statements;
- our history of operating losses and our need for additional financing now and in the future;
- we are in the very early stages of product development;
- our reliance on one key supplier for each of our bovine whey and the adsorbent media used to extract the proteins;
- we will operate in a highly competitive industry with larger competitors with greater financial and technical resources than we have;
- the products we develop may not be marketable or profitable;
- our ability to protect our intellectual property;
- our ability to avoid infringing patents of others;
- our reliance on licenses from third parties in respect of certain of our key technologies;
- the uncertainty of government regulations concerning our industry and obtaining regulatory approvals;
- the possibility of third party liability to people who use and rely on our products;
- our reliance on certain members of our management, ownership and technical teams;
- the concentration of ownership of our shares in management and founders of our company;
- potential conflicts of interest involving our directors or management personnel;
- there is currently no existing market for our securities;
- we are subject to foreign currency exchange risks respecting certain of our financial obligations; and
- investors will experience a significant and immediate dilution of 70% in their investment.

For a description of these and other risks, see "Risk Factors".

SELECTED FINANCIAL INFORMATION

The following tables set forth our selected financial information for the periods indicated. The selected financial information has been derived from, and is qualified in its entirety by reference to, our audited financial statements for the years ended January 31, 2005, 2004 and 2003, including the accompanying notes, appearing elsewhere in this Prospectus, all of which have been prepared in accordance with Canadian generally accepted accounting principles. The quarterly information is derived from, and is qualified in its entirety by reference to, our unaudited interim financial statements as at the dates indicated, including the accompanying notes. You should read the following information in conjunction with those financial statements and the accompanying notes. See "Selected Financial Information and Management's Discussion and Analysis".

	Six Months Ended July 31,[1]		Year Ended January 31,		
	2005	**2004**	**2005**	**2004**	**2003**
Revenues	-	-	-	-	-
Loss from Continuing Operations	(299,411)	(33,530)	(195,418)	(72,417)	(81,451)
Net Loss	(299,411)	(33,530)	(193,503)	(72,417)	(56,451)
Basic and diluted loss per share	(0.04)	(0.01)	(0.03)	(0.01)	(0.01)
Total Assets	870,450	617,226	830,211	475,801	491,519
Total Liabilities	477,272	364,456	409,854	502,565	445,866

(1) Unaudited.

GENERAL MATTERS

In this Prospectus, unless otherwise indicated or unless the context otherwise requires, the terms "Immuno", "we", "us", and "our" are used to refer to Immuno Research Inc. This Prospectus contains terms that are specific to microbiology and immunology as well as the agriculture, aquaculture, and nutraceutical industries and are technical in nature. These terms are described under the heading "Glossary of Technical Terms".

Any market data or industry forecasts used in this Prospectus, unless otherwise specified, were obtained from publicly available sources. Although we believe these sources to be generally reliable, the accuracy and completeness of such information are not guaranteed and have not been independently verified. Statistical information included in this Prospectus and other data relating to the industry in which we operate is derived from recognized industry reports published by industry analysts, industry associations and independent consulting and data compilation organizations.

FORWARD LOOKING STATEMENTS

Certain statements included in this Prospectus constitute forward looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "will", "may", "should" and similar expressions, as they relate to us or our management, and are intended to identify forward looking statements. These forward looking statements are not historical facts, but reflect our current expectations concerning future results and events. These forward looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including the matters discussed under "Risk Factors" and in other sections of this Prospectus. Prospective investors should not place undue reliance on forward looking statements.

CURRENCY AND EXCHANGE RATES

Unless otherwise indicated, all references to currency are references to Canadian dollars. US dollar amounts are converted to Canadian currency at a rate of US$1.00 = CDN$1.17 the noon exchange rate for the Bank of Canada on September 22, 2005. All amounts quoted in Euros (€) are converted into Canadian dollars at a rate of €1.00 = CDN$1.42, the noon exchange rate for the Bank of Canada on September 22, 2005.

CORPORATE INFORMATION

Name and Incorporation

We were incorporated under the laws of the Province of British Columbia on January 15, 2001 under the name "Immuno Research Inc." pursuant to the *Company Act* (British Columbia) and were "transitioned" under the British Columbia *Business Corporations Act* ("BCBCA") on May 21, 2004. Our head office is located at 3168 Deer Ridge Drive, West Vancouver, BC V7S 4W1. Our registered and records office is located at Suite 1925 – 700 West Georgia Street, Vancouver, British Columbia V7Y 1A1. We have no subsidiaries. Our pilot and commercial operations will be conducted at our premises located at Unit D – 31543 King Road, Abbotsford, BC V2T 5Z2. Our facility in Abbotsford was leased on May 10, 2005, and is currently being prepared to install our commercial equipment and undergo various leasehold improvements. See "Our Business – Personnel and Facilities".

GENERAL DEVELOPMENT OF OUR BUSINESS

Three Year History

Immuno was incorporated to commercialize, in Canada, the United States and elsewhere, certain proprietary technology developed for the extraction of polyclonal antibodies for use in the agriculture, aquaculture, and nutraceutical industries. Messrs. John Mason, Jimmy Chang, Steven Pettigrew and Ray Cheung are the founders of Immuno. Messrs. Chang and Cheung are also principals of JR Laboratories Inc. ("JR Laboratories"), one of our significant shareholders. Since our inception, we have focused primarily on developing a cost–effective, and environmentally friendly process to extract polyclonal antibodies from bovine whey. To date, we have incurred costs of approximately $1,000,000 in the development of our business.

We commenced our development program in 2001 when we acquired certain assets from JR Laboratories, including leasehold improvements, protocols and procedure manuals relating to "settled bed fractionation" and other intellectual property relating to the extraction of immunoglobulins. The total cost of these assets was $170,000. As consideration for the assets, we issued 490 Class "A" Voting Shares (which were subdivided and renamed as Common Shares) to JR Laboratories, which represented, at the date of issuance, 49% of our total issued and outstanding Common Shares.

From January 2001 to July 2001, we conducted various evaluations to determine the effectiveness of extracting immunoglobulin from bovine whey using the settled bed fractionation process. In July 2001, we determined that the process, while effective, was not capable of extracting immunoglobulin in the bulk quantities that we required or in a cost-effective manner and, as such, initiated investigations to improve our technologies and processes.

Working closely with our technical advisers and with JR Laboratories, a private company providing research and analytical support to various government agencies and food producers, we continued evaluating various other extraction techniques including "centrifuge" and "precipitation". In November 2001, we began focusing on an extraction process called "expanded bed absorption" or EBA. The EBA process is a means of extracting proteins from a crude particulate, such as bovine whey, by injecting the whey into the bottom of a cylindrical column containing an adsorbent media. The adsorbent media is suspended in the column by the whey fluid and captures and separates the various protein molecules from the whey. The whey residue, having had the proteins extracted, is then expelled from the top of the cylindrical column, leaving only the protein-rich adsorbent media. Our initial tests indicated that immunoglobulin proteins could be extracted more quickly and in greater quantities using EBA, than other conventional processes. Our efforts since November 2001 have been focused on attaining the optimum parameters that will enable us to extract immunoglobulins using the EBA process.

We have funded the development of our operations primarily by way of shareholder loans, shareholder contributions of time and assets, private placements and through research grants and incentives from the National Research Council of Canada. On January 8, 2002, we entered into an option agreement (the "Option Agreement") with Microtec Corp. ("Microtec"), a capital pool company that was listed on the Exchange, whereby Microtec obtained an option to acquire a 49% interest in our company. The transaction would have constituted a qualifying transaction for Microtec. In connection with this planned transaction, Microtec advanced to us the aggregate sum of $95,000, comprised of i) a non-refundable fee of $25,000 for the option, and ii) a $70,000 unsecured loan. Microtec was unable to meet certain conditions set out in the Option Agreement and, as a result, the option lapsed. We have entered into a debt settlement agreement dated for reference July 1, 2004 with 502255 B.C. Ltd., an assignee of Microtec's $70,000 debt. Pursuant to the agreement, we issued to 502255 B.C. Ltd. 250,000 Common Shares, at a deemed price of $0.28 per share, in full settlement of the outstanding debt. The Common Shares issued to 502255 B.C. Ltd. are subject to certain resale restrictions as set forth in the agreement,

and will be released as to 20,000 Common Shares 30 days after the listing date, a further 20,000 Common Shares released 60 days after the listing date, and the remaining 210,000 Common Share released 90 days after the listing date. See “Prior Sales”.

On April 30, 2004, we issued a convertible note (the "Note") to Mr. Jeffrey Nichols, one of our significant shareholders, in the principal amount of US$50,000. The Note was amended on August 1, 2004 and July 1, 2005. Interest on the principal amount is 6% per annum. Under the terms of the Note, we issued to Mr. Nichols 500,000 share purchase warrants. Each whole warrant entitles the holder thereof to acquire one Common Share at a price of $0.30 per Common Share until June 30, 2007. We intend to repay the Note from the proceeds of the Offering. The Note states that if it is not repaid in full, and if our shares are not listed on a Canadian stock exchange prior to January 31, 2006, Mr. Nichols will be entitled to convert the Note into such number of Common Shares that will increase his shareholdings to 51% of the issued and outstanding Common Shares, on a fully diluted basis. If the Note is converted in accordance with its terms, Mr. Nichols would also be appointed as a director and as our CEO for a term of two years from the date of conversion.

Effective July 7, 2004, we also issued to shareholders an aggregate of 810,213 Common Shares in settlement of $243,064 in shareholder loans outstanding as at January 31, 2004. The value of shareholder loans that were converted into Common Shares represented 75% of the total shareholder loans outstanding as at January 31, 2004. The remaining 25% remains on the books of Immuno, and will be repaid from revenues generated from future sales.

On November 1, 2004, we entered into a Memorandum of Agreement (the “Lakota Agreement”) with Lakota Research International Inc. of Dawson Creek, British Columbia, a company associated with the distributors of Lakota Native American Herbal Formulas (“Lakota”). We have agreed to sell, and Lakota has agreed to purchase a minimum of six hundred (600) kilograms of pure IgG equivalent per month at a price of $220 per kilogram for the first year of the agreement. The price excludes any costs incurred by us to spray, freeze or vacuum dry the IgG, such costs not to exceed $30 per kilogram. Thereafter, the price per kilogram of IgG will be adjusted and correspond with the consumer price index. The term of the Lakota Agreement is for a period of five (5) years. Lakota will have the exclusive right to market our IgG as a nutraceutical for human consumption in North America for the term of the agreement, provided that certain minimum purchase conditions are met. Delivery of the first order of Ig protein powder to Lakota is scheduled to commence on or before October 31, 2005. Until the Company's facility has been equipped and is operational, the Company is capable of producing limited quantities of IgG using its pilot equipment located within the facility of JR Laboratories. We also have a limited supply of IgG in our inventory produced using our pilot equipment and will use this inventory to meet our contractual obligation to commence delivery prior to October 31, 2005.

Until our new facility has been equipped and is operational, we are only capable of producing limited quantities of IgG using the pilot equipment. We also have a limited supply of IgG in our inventory, which was produced using our pilot equipment, and will use this inventory to meet our contractual obligation to commence delivery prior to October 31, 2005.

On December 16, 2004, we completed the first tranche of a private placement of 699,000 Common Shares at a price of $0.30 per share. On January 6, 2005, we completed the second tranche of the private placement issuing 155,000 Common Shares at a price of $0.30 per share. Proceeds from the private placement were used for working capital. We agreed to pay the Agent a finders fee equal to 10% of the number of shares that they sold. We paid the Agent a finders fee of $21,480; $10,740, in cash and $10,740 by the issuance of an aggregate of 35,800 Common Shares at a deemed price of $0.30 per share.

In August 2005, we entered into a binding Letter of Understanding with DBP Diverse By-Products Ltd. (“Diverse”), from whom we will purchase our supply of raw bovine whey. Diverse is a BC company

which provides, among other things, animal feed by-products to farmers. Our agreement with Diverse provides that we will acquire bovine whey as needed, subject only to the availability of the bovine whey to Diverse. Bovine whey has, in the past, been abundantly available and we expect this availability to continue. However, our weekly supply of bovine whey may fluctuate somewhat in the event that market or other conditions, including consumer demand for milk, cheese and other dairy products, change. The price, per litre, of bovine whey will be dependent, in part, upon the amount of proteins we extract, as well as certain transportation costs incurred by Diverse. Our net cost for the bovine whey is expected to be approximately $0.01 per litre. Bovine whey, which is a by-product in the production of cheese, is generally considered to have little market value and our expected net cost for the bovine whey is consistent with current market prices paid for bovine whey in our industry.

Capital Restructuring

Effective June 10, 2004, we altered our share structure by subdividing our Common Shares on a basis of five thousand (5,000) new shares for one (1) old share. Prior to June 10, 2004, our capital structure consisted of one-thousand (1,000) Class "A" Voting Shares without par value, nine-thousand (9,000) Class "B" Non-Voting Shares without par value, and fifty-thousand (50,000) Non-Voting Preferred Shares with a par value of $100 each and having certain rights and restrictions. No Class "B" Non-Voting Shares or Non-Voting Preferred Shares were ever issued. Effective June 10, 2004, we increased the maximum number of Class "A" Voting Shares from one thousand (1,000) to an unlimited number and cancelled the Class "B" Non-Voting Shares and Non-Voting Preferred Shares. We also changed the name of our Class "A" Voting Shares without par value to Common Shares without par value.

Significant Acquisitions and Significant Dispositions

Except as otherwise described in this Prospectus, we have not made any singificant acquisitions or dispositions during the past three years. In January 2001, we acquired certain intellectual property and other related materials from JR Laboratories, one of our significant shareholders, for $170,000. As consideration for these assets, we issued to JR Laboratories four hundred and ninety (490) Class "A" Voting Shares which, at that time, was approximately 49% of our issued and outstanding Class "A" Voting Shares. See "General Development of Our Business - Three Year History".

OUR BUSINESS

Overview

We are a biotechnology company specializing in the extraction, development and commercialization of polyclonal antibodies (antibodies class: IgG) intended for use in the agriculture and aquaculture industries and for use as a nutraceutical for human consumption. Our markets will include Canada, the United States and any other market where, in management's opinion, the commercialization of our product will be economically viable. We have developed a proprietary (but unpatented) process to extract, concentrate, and spray-dry certain immunoglobulins G (IgG) extracted from bovine whey, which is the residual liquid left over in the cheese-making process.

Until recently, we have focused our efforts on the development of the EBA process and continued testing of IgG as a feed supplement in acquacultural and agricultural applications. Our recent discussions and agreement to supply Lakota with Ig has given us an opportunity to enter the nutraceutical market.

The proceeds from this Offering, whether minimum or maximum, will allow us to establish a facility capable of manufacturing IgG in commercial quantities. The production and sale of IgG, however, will also depend upon the successful scaling-up and registration of our production facility.

Stated Business Objectives

Our primary business objective, is to extract, market and sell polyclonal antibodies for use in the aquaculture and agriculture industries, and for use as a nutraceutical for human consumption. Our initial focus will continue to be directed towards: acquiring equipment for commercial production of IgG in order to fulfill our obligations to Lakota; and continued field testing for efficacy of IgG as a supplement in agriculture and aquaculture industries.

Milestones

The significant events that must occur for our business objectives to be accomplished and the associated time frames and estimated costs are as follows:

Event	Estimated Time Frame	Estimated Costs	
		Minimum	**Maximum**
Leasehold improvements and acquire processing equipment sufficient to process up to 100,000 litres of bovine whey per day[(1)]	Within three months after completion of the Offering	$533,000	$1,217,000
Complete product evaluation for use of IgG as animal feed supplement [(2)]	Within five months after completion of the Offering	Nil	$40,000
TOTAL:		$533,000	$1,257,000

(1) Our new premises currently consist of an unfurnished building structure. We have commenced negotiations with an engineering firm to alter our premises to suit our requirements, including installing equipment and leasehold improvements capable of processing up to 100,000 litres of whey per day, assuming we obtain the minimum offering.

(2) We will seek to evaluate our IgG with a view to discovering additional uses not currently known. Concurrently with such evaluations, we will market and present any new opportunities and uses for IgG to various market participants, such as animal feed producers and veterinarians.

Personnel and Facilities

Our personnel consists of individuals with experience in the biotechnology industry, engineering and research universities located worldwide. We require all employees and contract personnel to enter into a non-disclosure and non-competition agreement. As of August 28, 2005, we had two part-time persons under research contracts engaged in research and development, two part-time operation/fluid engineers and one person engaged in corporate and administrative activities. We currently have no employees, and all of our personnel are independent contractors and consultants in order to minimize the expenses related to full-time employees and to remain flexible as an organization. In conjunction with the use of third party contractors and, until we commence operations, we believe the size of our staff is currently sufficient. Once we commence operations, we expect to hire additional staff as required and as appropriate. We do not currently anticipate any difficulty in recruiting the required personnel.

Our operating facilities are currently located at Unit D - 31543 King Road, Abbotsford, British Columbia. DBP Diverse By-Products Ltd., which is beneficially owned by Dr. Beth Mason, one of our consultants, will be a co-lessee of the premises. The lease commenced on May 1, 2005 and is for a term of seven (7) years with a basic monthly rental rate of $3,600 per month for the first three years, $3,800 per month for the fourth and fifth year, and $4,000 per month for the final two years of the term, excluding operating costs which are estimated to be approximately $1,300 per month. The lease may be renewed for two successive five (5) year periods, at the option of the lessees. We intend to occupy approximately 4,150 square feet of the premises and our portion of the total monthly lease obligations (for the first three years), excluding operating costs, will be approximately $1,800.

If we complete the maximum offering, we expect to expend approximately $1,217,000 to construct and equip the King Road facility, which will be capable of processing up to 250,000 litres per day. If we complete the minimum offering, the plant and equipment costs are estimated at $533,000, inclusive of the costs to design, construct and commission the facility. The preceeding expenditures required to equip and prepare our facility are comprised of:

Item	**Minimum Offering**	**Maximum Offering**
Expanded Bed Absorption Column	$150,000	$300,000
Spray drying equipment	Nil	$435,000
Electrical and Plumbing Equipment	$59,000	$59,000
Leasehold improvements	$25,000	$25,000
Concrete support pads	$10,000	$10,000
General Tanks	$39,000	$39,000
Heating and Refrigeration systems	$14,000	$14,000
Testing equipment and laboratory	$7,000	$7,000
Adsorbent media	$99,000	$198,000
Engineering and Construction costs	$75,000	$75,000
Other processing equipment and supplies	$55,000	$55,000
Total:	**$533,000**	**$1,217,000**

We intend to purchase most of our equipment. If we obtain the maximum offering, we intend to acquire a (used) spray dryer. In the event that a suitable unit does not become available for an extended period of time, we will lease a unit, or subcontract such spray drying services to a third party service provider.

Our facility located at Unit D – 31543 King Road in Abbotsford, BC currently contains our pilot equipment and is not equipped to produce IgG in commercial quantities, such as the quantities required by Lakota. The facility, once completed, will be equipped and all improvements effected in accordance with Canada Food Inspection Agency ("CFIA") standards. There are no specific "registration costs" to register our facility. We have entered negotiations with an engineering firm that will oversee construction and installation of our equipment and ensure that, upon completion, our facility will meet CFIA

standards. Upon completion, the facility will be inspected by the CFIA personnel, who will determine compliance with CFIA requirements and, if compliant, will be registered with the CFIA. Lakota shall be responsible for all registration and licencing requirements associated with the sale and distribution of IgG as a nutraceutical for human consumption. Licencing is not required to conduct field testing currently being carried out, as such tests are being conducted by accredited research institutions and personnel. See "Our Industry – Regulation of IgG in Canada".

Suppliers and Technology Providers

In August 2005, we entered into a binding Letter of Understanding with Diverse to acquire, as available, an ongoing supply of bovine whey. We estimate that our net cost for the bovine whey is expected to be approximately $0.01 per litre. The nominal cost paid for the bovine whey is consistent with current market prices paid for bovine whey in our industry. After we have processed the whey, we are required to return any residual whey to Diverse in a form which complies with the *Feeds Act 1983* and which meets certain minimum standards of quality. There will be no costs associated with returning the residual whey to Diverse, as our company and Diverse will conduct our respective operations within the same facility.

The technical equipment and adsorbent media used in our initial investigations and testing of the EBA process, were acquired from a private European firm in November 2002. Under our original arrangement, we agreed to use, under licence, the cylindrical columns and adsorbent media required in the EBA process. In July 2004, we commenced negotiations to amend our original arrangement with the same European supplier to secure licencing arrangement for the technology and a supply arrangement for the adsorbent media. On April 27, 2005, we entered into a formal agreement which provides us with a non-exclusive licence to use the technology in Canada and the US for an initial term of five years. Immuno will pay a licence fee, subject to the production and sale of IgG, and based on the quantity and quality of IgG produced, with a minimum quarterly licence fee of EUR 36,000 payable by Immuno scheduled to commence in the third quarter of 2005. We will produce a letter of credit in the amount of EUR 125,000 to secure minimum quarterly licence fees for the first two years of the term. We anticipate that the licence fees will be paid out of revenues generated from the sale of IgG to Lakota. We were originally required to purchase a minimum initial order of EUR 132,000 of adsorbent media prior to October 1, 2005. We have (verbally) agreed to pay for, and take delivery of, the first order of adsorbent media only upon completion of the Offering. We have made arrangements with our supplier to take delivery of, and pay for, our minimum initial order in two instalments, with the cost of the first order totalling approximately EUR 60,000. Thereafter, we are under no minimum periodic purchase requirements, except that any subsequent orders must be a minimum of 50 litres.

OUR INDUSTRY

We operate in an industry that focuses on the marketing and sale of concentrated nutrients extracted primarily from natural sources for use in animal feed and for human consumption. The concentrated nutrients are used to augment the diet of consuming animals and humans and are perceived to provide certain health benefits. These products are commonly referred to as "nutraceuticals" or "functional foods".

Participants in our industry are most commonly known as manufacturers of products for human consumption. Production of mass quantities of nutrients on a cost-effective basis, however, allows such nutrients to be used in animal feed, possibly reducing the dependency in the animal feed and fish feed industries on chemical and other non-natural source supplements. We specialize in the extraction of IgG from bovine whey. The applications and uses of IgG are diverse. We intend to evaluate the use of IgG

and its administration to a variety of cultivated farmed fish species as a preventative treatment of certain diseases in addition to, or in lieu of, traditional antibiotics. We will also evaluate the viability and efficacy of administering IgG to piglets, calves and foals as a means of providing additional IgG antibodies and to detemine whether the additional IgG will assist these animals in developing stronger immune systems. Finally, we are preparing to enter into the nutraceutical market and will be manufacturing IgG for human consumption.

IgG as a Nutraceutical

In Canada, Natural Health products ("NHP") are considered to provide medical or health benefits, including the prevention or treatment of certain diseases. NHP's are regulated under the *Food and Drugs Act* (Canada) (the "Canadian FDA") for humans and the *Health of Animals Act* when used in agricultural, aquaculture and other animal feed applications.

IgG as an Animal Feed Supplement

In addition to use as an ingredient in nutraceuticals, we also intend to focus on the extraction, production, promotion and marketing of IgG as a supplement in the aquaculture and agriculture industries. Recent research conducted at the University of British Columbia by Dr. Arasteh Nikoo titled "Passive Immunization of Rainbow Trout with Chicken Yolk Immunoglobulin", has indicated that early supplementation of young fin fish with an IgY injectable improves the immune system on a lifetime basis and provides for a more disease free life. Other unpublished research conducted at the University of British Columbia has shown that an IgG supplement, administered via injection to certain species of fish such as fin fish, has also been effective in increasing the immune system's ability to resist and protect against certain diseases. The aquaculture industry is heavily reliant upon antibiotics to treat many diseases. According to the British Columbia Ministry of Agriculture, Food and Fisheries ("BCMAFF"), the vast majority of antibiotics used in farmed salmon (except broodstock) are administered through fish feed. The BCMAFF monitors the use of antibiotics in the fish farming industry by monitoring the sale of medicated food. On average, the BCMAFF estimates 2.5% of the milled feeds used in British Columbia aquaculture are medicated. There is concern among some observers that the excessive use and reliance on antibiotics in the feed industry is directly correlated to the development of antibiotic-resistant pathogens and organisms called "super bugs".

IgG can also be administered as a supplement to certain mammals, such as calves and foals, which are not born with an immune system. These animals obtain their lifetime supply of antibodies by drinking and absorbing the colostrum produced by mother's milk within the first 24 hours after giving birth. Calves and foals which are deficient in IgG antibodies are more susceptible to various diseases and, according to various academic sources, have a higher mortality rate. Colostrum, which contains IgG, is commonly used in the agriculture industry as a supplement to ensure that calves and foals receive sufficient IgG to develop a strong immune system. We believe IgG, as an extract from whey, would also be categorized for use as an animal food supplement as 'generally recognized as safe' (GRAS) and would be allowed as a dietary supplement in animal food, similar to vitamins or minerals. Management has been advised by its technical consultants that the use of IgG in Canada as a dietary supplement in animal feed would also be permitted under the federal *Health of Animals Act* and the associated regulations thereunder.

Regulation of IgG in Canada

Animal Feed Supplements

IgG, when marketed as a product which claims to prevent or treat disease, or is promoted as a replacement for maternal antibodies, is regulated as a veterinary biologic substance under the *Health of Animals Act and Regulations*. Under this legislative authority the Animal Health and Production Division

of the Canadian Food Inspection Agency ("CFIA") administers the regulatory and licensing program for biologic products such as IgG. The production of IgG, like all other veterinary biologics, is licensed on the basis of fulfillment of four criteria: purity, potency, safety and efficacy.

All veterinary biologics must, on the basis of established testing methods, be free from extraneous micro-organisms and materials. In terms of potency, the biologic must meet certain minimum standards for strength and must be of substantial benefit to the IgG-deprived animal. IgG must also be free from any properties which may cause undue local or systemic reactions. Lastly, the manufacturer of IgG must be able to demonstrate that the IgG is satisfactorily absorbed, when used as directed on the product label. The CFIA also maintains certain licensing requirements respecting the facilities used for manufacturing veterinary biologics. The CFIA regularly conducts inspections to ensure that the manufacturing process, testing, and storage of the biologic substance complies with standards set by the CFIA.

Natural Health Products

The production of IgG for human consumption, also requires compliance with significant regulatory requirements imposed by the Canadian FDA, including the registration of our facility and compliance with certain product standards.

The Canadian FDA currently regulates the advertising and sale of foods and drugs in Canada. Until recently, the Canadian FDA did not deal specifically with NHPs, nutraceuticals and functional foods. On January 1, 2004, the Canadian FDA was amended to include regulations on NHPs. As a result, NHPs became subject to new sales, manufacturing, packaging, labelling, storage, importation and distribution requirements. Under the new Natural Health Products Regulations, NHPs are materials, extracts or isolates of plants, algae, bacteria, fungus or animals, natural or synthetic amino acids, essential fatty acids or certain vitamins, minerals, probiotics, homeopathic medicines, or traditional medicines that are manufactured, sold or represented for use in the diagnosis, treatment, mitigation or prevention of a disease, disorder or abnormal physical state or its symptoms, or for restoring, modifying or correcting organic functions in humans.

Effective January 1, 2004, no person is permitted to sell a NHP in Canada unless a product licence is issued. A person seeking to market a NHP must first apply for and obtain an NHP licence. The application must be submitted to the Natural Health Products Directorate and must include, among other things, the name and quantity of each medicinal ingredient, the potency of each medicinal ingredient if a representation relating to its potency is shown on the label, the recommended conditions of use for the NHP, and, an attestation that the product is manufactured, packaged, labeled, distributed, stored and imported (if applicable) in accordance with good manufacturing practices contained in the NHP Regulations.

Licence holders have an obligation to continue monitoring all adverse reactions with respect to the NHP, to document these reactions in an annual summary report and to report to the Minister of Health all serious adverse reactions in Canada, or serious unexpected adverse reactions anywhere in the world. The holder of the NHP licence has an obligation to maintain records related to the ingredients contained in each lot or batch of the NHP and sufficient information to enable the recall of every lot or batch made available for sale.

Anyone who proposes to manufacture, package, label or import an NHP must have a site licence to do so in accordance with "good manufacturing practices" contained in the NHP Regulations. These practices include compliance with the specifications submitted in an application for an NHP licence, as well as requirements related to record-keeping, recall reporting, equipment use, personnel, premises, sanitation programs, quality assurance, stability, operations, sterile products, ophthalmic use products, and lot or batch samples. The NHP Regulations also set out detailed requirements for the performance of clinical trials on NHPs.

The NHP Regulations also set out certain requirements for labeling and packaging of NHPs. Among other things, the label, subject to certain exemptions, must include the products' NHP licence and lot number and expiry date, the recommended use of the NHP, the risk information of the NHP, including any cautions, warnings, contra-indications or known adverse reactions associated with its use, and the common name of the medicinal ingredients.

We are currently assisting Lakota on obtaining all necessary registration and licencing requirements in order that our products will be approved for human consumption. Lakota will be responsible for securing all necessary licenses to permit IgG to be used as an NHP. It is anticipated that the licensing process may take approximately eight (8) weeks to complete.

OUR PRODUCTS

Immunoglobulin G (IgG)

Immunoglobulin antibodies, which are naturally produced in healthy humans and certain other animals, form an integral part of the immune system and serve to prevent and kill disease-causing antigens. The primary benefit of immunoglobulin includes, among others, the prevention and suppression of diseases.

Immunoglobulins (Ig) are globular proteins also known as antibodies, produced by B cells. Antibodies play a critical role in the human and animal immune system. Immunoglobulin G (IgG) accounts for 75% of the total immunoglobulin found in the plasma of healthy individuals. The other 25% is comprised of the four other classes of immunoglobulins (IgM, IgA, IgD and IgE). Human and animal plasma may contain IgG specific antibody properties to certain viruses, bacteria and toxins, and is found in most tissues and plasma. Our principal product is IgG, which we extract from bovine whey pursuant to a technical process known as EBA.

We believe IgG can be used as a natural source dietary supplement to replace antibiotics used in the veterinary and aquaculture market and also marketed as a nutraceutical suitable for human consumption. We also believe that IgG can be marketed effectively in each of these sectors as an antibody that provides passive immunity.

Current Sources of IgG

There are two established methods of producing IgG at the present time: extraction from human blood serum and extraction from colostrum. The production of IgG from human blood generally requires up to 1,000 blood samples to produce one intravenous dose of IgG, where a single dose of IgG would equal approximately 4 grams of IgG liquefied in a saline solution.

The second source, colostrum, is produced by mammals during the first twenty-four (24) hour period after giving birth, which imparts initial antibody protection to the newborn and has IgG concentrations considerably higher than at other times. Colostrum supply is limited and colostrum-derived products contain a mixture of other ingredients in addition to variable traces of IgG.

Colostrum-based IgG products are typically produced from bovine colostrum and marketed as a nutraceutical in the form of a powder or tablet. The products are sold as a natural boost to the user's immune system. IgG is one of a number of constituents of the product. Due to the limited availability of colostrum, many of the products tend to be expensive. Colostrum-derived supplements are thought to provide significant benefits to infants, children, the elderly, and persons with weakened immune systems.

IgG Extraction from Bovine Whey

When IgG is extracted from bovine whey, two other major antibody enhancing proteins are also extracted namely, lactoferin and β-lactoglobulin. We have developed a process for isolating these proteins and intend to explore all available uses and commercial opportunities for these proteins. IgG is present in trace amounts in all mammalian milk. Bovine whey is the milk by-product from cheese making and contains the IgG (up to 0.4g/l) found naturally in the cow's milk. Based on our test results to date, 100,000 litres of whey is expected to yield approximately 150kgs of protein powder, of which 25 kgs is broad spectrum IgG, and 125 kgs is comprised of other proteins including lactoferin and β-lactoglobulin. We believe that the abundant supply of raw material (availability of bovine whey currently exceeds 200,000 litre per day) coupled with our efficient extraction process, will allow us to supply large quantities of IgG at a lower cost of production than currently competitive products.

The EBA Process

We have made a strategic decision not to seek a patent protecting our process for extracting IgG. Rather, we intend to treat the process as a trade secret, and protect our intellectual property through a series of non-disclosure and non-compete agreements with key suppliers and technical advisers.

Our extraction process uses a specialized form of column chromatography known as EBA. Chromatography is a process for separating mixtures into their constituent components by preferential adsorption by a solid. In our process, the solids are small, high-density core beads coated with a proprietary adsorbent media. The liquid mixture enters the column from the bottom and passes through the expanded/floating bed of beads in the column. The liquid then exits at the top of the column, leaving behind a very high percentage of the IgG that has been "adsorbed" by the beads.

Once the IgG has been captured by the adsorbent, the adsorbent is flushed and the highly concentrated IgG mixture is subjected to ultra-filtering (a process which separates the fluid from the proteins) and subsequently dried to produce the end product, which is approximately 50% pure IgG. The end product usually takes the form of a powder. The IgG mixture may also be sterilized, converted into a liquid form, which is then stored in a vial and administered by injection.

We have entered into a non-exclusive licensing arrangement with a private European firm specializing in protein chemistry and chromatographic adsorption techniques to develop the extraction process. This arrangement also provides us with a source from which to purchase the beads (the adsorption media) necessary for the extraction process. See "Our Business - Suppliers and Technology Providers".

Markets

Target Markets

Agriculture

Our investigations and research suggests that IgG has the potential for multiple applications and a viable market for use with agricultural livestock. For instance, IgG may be administered to various farm animals such as calves, foals and piglets at birth in order to supplement or replace the essential IgG antibodies normally provided by the mother at birth. A large study conducted by the U.S. Department of Agriculture in 1993 entitled the "National Dairy Heifer Evaluation Project", concluded the mortality rate in the first 60 days of a calf's life was about double for those calves with low IgG concentrations in their blood, a condition affecting about 40% of the 2,177 calves sampled. The study concluded that about 22% of all calf deaths may be preventable if the calves receive early and adequate colostrum in the first few hours of life. As a practical solution, combining powdered IgG protein mix with milk administered to each newborn calf as a standard procedure would create an immediate market, even if adopted by only a small percentage of the farming community. The same effect has now been established for foals.

Aquaculture

There is interest in the potential for IgG as a food supplement, and to reduce or replace the antibiotics currently used, in the aquaculture sector. Pursuant to a study titled "Passive Immunization of Rainbow Trout with Chicken Egg-yolk Immunoglobulins", the authors concluded that IgY, immunoglobulin obtained from chicken egg yolks with antibodies identical to IgG, injected in fin fish and rainbow trout, provided certain protection against a disease known as *vibrio anguillarum*. We intend to enter into arrangements with at least one international manufacturer of fin fish vaccines to determine the benefits of injecting a protein formula containing IgG concurrently with the required vaccines. Successful testing would provide further evidence that our product enhances the benefits of the vaccine currently used and give life long immune system enhancement. At the present time, vaccinated fin fish have to be isolated for 7 days or longer due to the mortality rate from the vaccine injection. It is management's opinion, based on consultations and discussions with our technical consultants, that the administration of our product should reduce the mortality rate and the isolation period.

The use of antibiotics by fish farms requires a mandatory antibiotic free holding period required to ensure that all antibiotic residues are dissipated out of the system. The holding period depends upon the particular antibiotic used, but can last several months. This causes considerable cost and inconvenience to the farmer. The use of our product as a replacement for antibiotics could eliminate this holding period.

A liquid injectable form of our product can be produced using IgG in powder form that is pasteurized just prior to the adsorption process. The powder, which has been found to be free of bacteria and pathogens, is reconstituted using sterile water under sterile conditions. While the market for use of IgG as an injectable in fin fish is likely to be relatively small, we consider it indicative of the various potential uses for our product.

Nutraceuticals

Management estimates that there are in excess of 50 companies, currently, that prepare and market colostrum-based products worldwide. This significant number of producers is, we believe, indicative of the interest in naturally derived health supplements and disease preventatives for human consumption. Colostrum-derived products target many of the same consumers that an IgG specific product would target. Colostrum-derived products aimed at this market are packaged in bottles containing a monthly dose - 30 capsules - with retail pricing at around $1.00 per day. Since the Severe Acute Respiratory

Syndrome ("SARS") out-break in 2003, and the reported increased incidence of the West Nile virus, we believe there is potential for an increased interest in IgG supplementation among consumers.

On November 1, 2004, we entered into a memorandum of agreement with Lakota, a private company which produces and markets various nutraceuticals, to supply them with 600 kilograms of pure IgG equivalent per month at a price of $220 per kilogram of pure IgG equivalent.

Pharmaceutical Grade

IgG has also been used in pharmaceutical applications. Current pharmaceutical IgG products are primarily extracted from human whole blood. After commercial nutraceutical sales have been established, we would consider entering into development and marketing arrangements with a pharmaceutical joint venture partner. A safety assessment would need to be conducted on a joint verification basis on the product, with a view to conducting human clinical studies focused on the treatment of a specific disease. It is not our intention at this time to undertake these studies on our own behalf, due to the costs and time required. Pharmaceutical immunoglobulins derived from human blood are currently commercially available, and have applications in treatments of AIDS-related symptoms and diseases associated with autoimmune failure. We intend to investigate the pharma-grade market applications for bovine-based immunoglobulins further before proceeding in this area. Any product development in this category would need to involve an alliance or partnership with a pharmaceutical company.

MARKETING PLANS AND STRATEGIES

In the short term, our marketing plans will be focused on the registration of our facility, to allow us to manufacture IgG for Lakota and to foster the acceptance and adoption of IgG as an IgG supplement for piglets, calves and foals in the agricultural industry and as a feed supplement for various species of fish in the aquaculture industry. Our strategy will be to use the network and strategic relationships possessed by our technical advisers to promote our IgG product to various animal feed producers and distributors.

Over the medium and long term, we intend to position ourselves as a specialty ingredient supplier. Given the early stage of our product development, and our modest budget, marketing will be limited to collaborative research efforts and technical assistance with a small number of agriculture and aquaculture feed producers and suppliers. Management has had informal discussions with the Government of Canada, Department of Oceans and Fisheries, the University of British Columbia, and certain fish pellet manufacturers concerning development of an IgG supplemental feed, and with two vaccine suppliers to market an injectable product to the aquaculture industry.

Long term marketing plans will be flexible to accommodate new applications for IgG. As mentioned previously, this could include pharmaceutical applications deveoloped in conjunction with a pharmaceutical company.

Potential Markets and Applications for IgG

The following is a list of potential markets and applications for the eventual sale of IgG:

- Animal feed supplement – reduce or eliminate the reliance upon antibodies and improve disease-resisting capabilities;
- Fish feed supplement – reduce or eliminate the reliance upon antibiotics, improve disease-resisting capabilities;
- Injectable for lifetime immune boost to fin fish – aquaculture;

- Veterinarian – dosage for newborn animals to decrease newborn mortality rate and to provide a lifetime balanced immune system;
- Supplement for infants and the elderly – in order to assist those with a weak immune system;
- Immune compromised individuals –HIV/AIDS, radiation and chemotherapy patients;
- Rheumatoid arthritis – to protect against the degeneration of cartilage;
- Dietary daily supplement; and
- Pharmaceutical applications – will require a joint venture with a pharmaceutical company for production and trials of a purer form of IgG.

COMPETITION

Certain companies are engaged in developing technologies which could be considered to be competitive to the technologies and products being developed by us. Our competitors can be classified into three categories: (i) companies researching and developing alternatives to IgG; (ii) companies researching and developing different methods and sources of IgG; and (iii) companies researching and developing extraction of IgG from bovine whey.

Companies researching and developing alternatives to IgG

An alternative to IgG is an egg-based immunoglobulin (IgY) which can be derived from bulk eggs, whether in liquid or powder form. IgY is a protein extracted from eggs with antibodies identical to IgG. Although lab scale processes can extract IgY, the production of IgY from eggs is considered more expensive and more difficult than extracting IgG from bovine whey.

Companies researching and developing different methods and sources of IgG

Colostrum-derived IgG is also an alternative to IgG derived from bovine whey. Colostrum IgG is available commercially on the market, but is produced in limited quantities, as the supply for colostrum is considered limited. Some companies which are producing colostrum-derived IgG are Symbiotics New Life of New Zealand and La Belle Inc. of Bellingham, Washington USA. The quality of IgG from colostrum tends to vary considerably from animal to animal and is mixed with other ingredients.

Companies researching and developing extraction of IgG from bovine whey

Proliant Health Improvements ("Proliant") of Lytton, Iowa is engaged in the research and development of products similar to ours which, we anticipate, will specifically target some of our markets and are produced using bovine whey as the raw material. It is our understanding that Proliant uses a separation process known as ultra-filtration to separate the proteins from the raw bovine whey. As a result of our tests using ultra-filtration, this technique does not differentiate between various proteins, such as IgG, β-lactoglobulin and lactoferin, in the separation process. As such, the concentration levels of IgG derived from ultra filtration is generally lower than those levels derived using the EBA process.

Additionally, there are numerous companies which produce whey protein concentrate. Among those include, Vitalus Nutrition Inc., Protient Inc., Leprino Foods Co., and Immunotech Research Ltd. all in North America, and MucoVax BV of the Netherlands. Many of these products are used as a food and dietary supplement to improve the human immune response system. Whey protein concentrate, however, differs from IgG in that it is comprised of a multitude of proteins, as opposed to individual proteins extracted from whey, and generally contains a lower concentration of IgG.

USE OF PROCEEDS

Funds Available

The amounts and sources of other funds that will be available to us after the completion of the minimum and maximum offerings are as follows:

Source of Funds	Minimum ($)	Maximum ($)
Our estimated Working Capital Deficiency as at September 30, 2005	(203,000)	(203,000)
Less – Prepaid expenses included in current assets related to the Offering which will not be converted into cash.	(215,657)	(215,657)
Plus – Amounts included in current liabilities due to Officers, Directors and Shareholders, which, with the exeption of the Note to Jeffrey Nichols, will not be paid from proceeds of the Offering, but will be paid from revenues generated from future sales.	295,671	295,671
Adjusted estimated Working Capital Deficiency as at September 30, 2005[1]	(122,986)	(122,986)
Net Proceeds of the Offering[2]	1,080,000	1,800,000
TOTAL AVAILABLE FUNDS	957,014	1,677,014

(1) Includes a majority of the estimated legal, accounting and printing costs of the Offering.
(2) Net of payment of the Agent's commission. See "Plan of Distribution".

Principal Purpose

The available funds will be used to fund, in order of priority, the estimated expenditures during the next 12 months of operations, which we have budgeted for as follows:

Expenditure	Minimum ($)	Maximum ($)
Estimated balance of costs of the Offering (including the estimated legal, accounting and printing costs)	15,000	15,000
Corporate Finance Fee[1]	12,500	12,500
Repayment of Convertible Note to Jeffrey Nichols	58,500	58,500
Our business development costs, the component parts of which are[2]		
(i) Equipment purchases and leasehold improvements for our commercial facility	533,000	1,217,000
(ii) Complete product evaluation for use of IgG as aquaculture and animal feed supplement	Nil	40,000
General and administrative expenses for next 12 months[3]	210,000[4]	210,000[4]
Unallocated working capital	128,014	124,014
TOTAL	$957,014	$1,677,014

(1) Plus GST of $875. An initial payment of $12,500 (plus GST) was made in January 2005. The corporate finance fee does not include the payment of certain of the Agent's expenses and out-of-pocket disbursements relating to the due diligence process. See "Plan of Distribution".

(2) See "Our Business – Milestones".

(3) Assuming we do not attain any revenue in the first twelve (12) months following the Offering.

(4) Comprised primarily of $140,000 for labour costs; $30,000 for rent and other occupancy costs; and $40,000 for audit, legal and administrative expenses related to becoming a reporting issuer.

Any proceeds raised in excess of the minimum offering, but short of the maximum offering will be allocated to working capital. Any proceeds we receive from the exercise of Warrants, the Broker's Warrants, the Over-allotment Option or incentive stock options will also be allocated to working capital.

We will spend the funds available to us to further our stated business objectives set out under "Our Business". With the exception of the repayment of the Note, which will be repaid in its entirety out of the proceeds of the Offering, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for us to achieve our stated business objectives.

We estimate that the working capital available to fund ongoing operations will be sufficient to meet our administration costs for at least 12 months.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following tables set forth certain selected financial information as at and for the years ended January 31, 2005, 2004 and 2003 and the six-month period ended July 31, 2005 (unaudited). The selected financial information has been derived, except where indicated, from our audited financial statements and from our interim financial statements for the periods indicated, which are unaudited. The following information should be read in conjunction with our financial statements and the accompanying notes contained elsewhere in this Prospectus and with the "Management Discussion and Analysis" set out below. The financial results are not necessarily indicative of the results that may be expected for any other interim period or a full year. Our annual financial statements and the interim financial statements are presented in Canadian dollars and are prepared in accordance with Canadian Generally Accepted Accounting Principles.

Statements of Operations and Deficit Information

	Six Months Ended July 31,		**Years Ended January 31,**		
	2005	**2004**	**2005**	**2004**	**2003**
	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
	($)	($)	($)	($)	($)
Revenue	Nil	Nil	Nil	Nil	Nil
Expenses	(299,411)	(33,530)	(195,418)	(72,417)	(81,451)
Loss from operations	(299,411)	(33,530)	(193,503)	(72,417)	(81,451)
Loss for the period	(299,411)	(33,530)	(193,503)	(72,417)	(56,451) [(1)]
Per Share	(0.04)	(0.01)	(0.03)	(0.01)	(0.01)
Fully Diluted	(0.04)	(0.01)	(0.03)	(0.01)	(0.01)

(1) The loss for this period was reduced by $25,000, which represents the option fee paid by Microtec in connection with the proposed qualifying transaction. See "General Development of Our Business - Three Year History".

Balance Sheet Information

	Six Months Ended July 31,		Years ended January 31,		
	2005	**2004**	**2005**	**2004**	**2003**
	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
	($)	($)	($)	($)	($)
Total Assets	870,450	617,226	830,211	475,801	491,519
Total Liabilities.....	477,272	364,456	409,854	502,565	445,866
Working Capital (Deficiency).....	(196,186)	(241,010)	(98,906)	(470,464)	(305,510)
Shareholder's Equity (Deficiency).....	393,178	252,770	420,357	(26,764)	45,653
Capital Stock.....	728,534	483,074	728,534	170,010	170,010
Deficit	(689,688)	(230,304)	(390,277)	(196,774)	(124,357)

Dividends

To date, we have not paid nor declared any dividends on our outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements to fund further growth, our financial condition, and other factors that our Board of Directors may consider important. We do not contemplate paying any dividends in the immediate or foreseeable future.

Management's Discussion and Analysis of Financial Results

The following discussion should be read in conjunction with our audited financial statements and notes thereto for the years ended January 31, 2005, 2004 and 2003, and the unaudited interim comparative statements for the periods ended July 31, 2005 and 2004, which have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Our current financial condition and the results of operations are not necessarily indicative of what may be expected in future years.

Overview

We are in the biotechnology business specializing in the extraction and commercialization of polyclonal antibodies intended for use in the aquaculture and agriculture sectors and for use as a nutraceutical for human consumption. We have developed a proprietary (but unpatented) process to extract, concentrate, and spray-dry certain glycoprotein immunoglobulins (IgG) extracted from bovine whey.

We have incurred net losses of $193,503, $72,417 and $56,451, respectively, over the three financial years ended January 31, 2005, 2004 and 2003. Substantially all of the financing we have received during the past three years has been from shareholders, in the form of equity and shareholders' loans and the receipt of government grants.

Deferred development expenditures consist primarily of development costs related to technical, market and financial feasibility.

General and administrative expenses consist primarily of salaries and other related costs for personnel in executive, finance, accounting and business development functions. Other costs include consulting, legal and accounting services fees, marketing and promotion and facility costs not otherwise included in deferred development expenses.

After this Offering, we anticipate increases in general and administrative expenses for activities associated with operating as a publicly-traded company such as stock transfer services and regulatory compliance. These increases will also likely include the hiring of additional personnel.

We have been in discussions with construction and engineering personnel to establish a facility capable of manufacturing IgG in commercial quantities. No commitments have been made to date pending the closing of this offering.

Results of Operations

Six-Month Period Ended July 31, 2005 compared to the Six-Month Period Ended July 31, 2004

Revenues. We had no revenues in the six months ended July 31, 2005 and 2004.

Development Expenditures. Total deferred development expenditures for the six-month period ended July 31, 2005 were $63,816 consisting primarily of consultants ($57,920) and miscellaneous supplies ($5,896). Total deferred development expenditures for the six-month period ended July 31, 2004 were $55,644 consisting of consultants ($40,733), interest on research and development equipment ($6,963), rent ($6,000) and miscellaneous supplies ($1,948). Interest expense in the 2004 period represented the booking of interest as per agreement reached with the equipment supplier. There was no rent expense for the six-month period ended July 31, 2005 as our operations were located in the Diverse facility in Abbotsford, BC on a rent free basis.

General and administrative. General and administrative expenses increased by $265,881 for the six-month period ended July 31, 2005, compared to the same period ended July 31, 2004. The increase was mainly due to $272,232 in stock-based compensation incurred for the six-month period ended July 31, 2005 relating to options issued and a decrease in consulting fees of $9,500.

Net Loss. We incurred losses of $299,411 and $33,530 during the six-months ended July 31, 2005 and 2004, respectively. The increased loss of $265,881 for the six-month period ended July 31, 2005 was mainly due to $272,232 in stock-based compensation relating to options issued during the period, and a decrease in consulting fees of $9,500.

Year Ended January 31, 2005 Compared to Year Ended January 31, 2004

Revenues. We had no revenues in the twelve months ended January 31, 2005 and 2004.

Development Expenditures. Total deferred development expenditures for the year ended January 31, 2005 were $107,248 consisting of consultants ($92,077), interest on research and development equipment ($6,963), rent ($9,000) and miscellaneous ($5,208) relating to moving, supplies, and other related expenses. Total deferred development expenditures for the year ended January 31, 2004 were $113,593 consisting of consultants ($91,945), rent ($12,000) and adsorbent media ($9,648). The 2004 expenditures were reduced by a foregiveness of debt of $50,791 as noted below.

Interest expense in the year ended January 31, 2005 represented the booking of interest as per agreement reached with the equipment supplier.Rent expense for 2005 was $3,000 less than 2004 as we moved the operation to the Diverse facility in Abbotsford in October, 2004 on a rent free basis. The adsorbent media purchased in 2004 was adequate for our purposes on an ongoing research basis and therefore no purchase was necessary in 2005.

General and administrative. General and administrative expenses increased by $123,001 for the year ended January 2005, compared to the comparative period ended January 31, 2004. The increase was due to $82,100 in stock-based compensation (interest) incurred in the year-ended January 31, 2005 relating to warrants issued and an increase in sponsorship and legal and accounting fees of $49,608 relating to our initial public offering. Consulting fees decreased by $8,500. We expect that general and administrative

expenses will increase significantly in the future as we add personnel to support the continued growth in our research and development, along with the increased costs associated with being a public company.

Net Loss. We incurred a net loss of $193,503 and $72,417 during the years-ended January 31, 2005 and Janaury 31, 2004, respectively. The increased loss of $121,086 for the twelve month period ended January 31, 2005 was due to $82,100 in stock-based compensation (interest) relating to warrants issued during the period, and an increase in sponsorship and legal and accounting fees of $49,608 relating to our initial public offering. Consulting fees also decreased by $8,500.

Other items included a foreign exchange gain of $7,042 which was offset by a write-down of leasehold improvements of $5,127. The write-down of leasehold improvements was necessary due the relocation of our operation to Abbotsford in October, 2004 thereby making the leaseholds in our Burnaby facility obsolete. This also resulted in a net decrease in our property and and equipment in 2005 compared to 2004.

Year Ended January 31, 2004 Compared to Year Ended January 31, 2003

Revenues. We had no revenues in the twelve months ended January 31, 2004 and 2003.

Development Expenditures. Total deferred development expenditures for the year ended January 31, 2004 were $113,593 consisting of consultants ($91,945), rent ($12,000) and adsorbent media ($9,648). Total deferred development expenditures for the year ended January 31, 2003 were $205,460 consisting of consultants ($193,460) and rent ($12,000). The consultant expense in 2003 was $101,515 higher than 2004 as that was when significant research and development was taking place. Net expenditures for the year ended January 31, 2004 were $103,664 after giving effect to forgiveness of accounts payable of $50,791, an adjustment for government grants not received of $48,465 and a government grant received of $7,603. During the year ended January 31, 2004, JR Laboratories and two of their directors agreed to forgive a total of $52,526 of our accounts payable. As a result of the debt forgiveness, $50,791 was eliminated from deferred development expense and $1,735 was adjusted to input tax credits for the Goods and Services Tax. During the year ended January 31, 2004, our investment tax credit claim was reviewed and reassessed by Canada Revenue Agency and certain of the expenses claimed by us as tax credits were disallowed by the government. As a result of the assessment performed by the government, we have reversed $48,465 of the investment tax credits previously recorded in the prior year. After giving effect to debt forgiveness, the disallowed government grant and a government grant of $7,603, net expenditures for the year ended January 31, 2004 were $103,664. Net expenditures for the year ended January 31, 2003 were $49,492 after giving effect to government grants of $155,968.

General and administrative. General and administrative expenses decreased to $72,417 in the twelve months ended January 31, 2004 from $81,451 in the comparative period in 2003. There was a decrease of $11,178 in office and miscellaneous expenses due mainly to a reduction in travel costs and an increase in amortization of $8,119 resulting from a full year's depreciation being taken in 2004.

Loss Before Other Items. We incurred losses before other items of $72,417 and $81,451 during the twelve months ended January 31, 2004 and 2003, respectively. The decrease in our loss before other items was principally caused by decreases in legal and accounting, automobile, office and miscellaneous and entertainment expenses offset by increased amortization as noted above. See "General Development of Our Business – Three Year History".

Net Loss. We incurred a net loss of $72,417 during the twelve months ended January 31, 2004 and $56,451 (after taking into account the option fee of $25,000 received from Microtec) during the twelve months ended January 31, 2003. See "Year Ended January 31, 2003 Compared to Year Ended January 31, 2002". The increase in our net loss in the year ended January 31, 2004 compared to January 31, 2003 was due primarily to the option fee we received in the year ended January 31, 2003, which reduced that year's loss.

Liquidity and Capital Resources

Since inception, substantially all of our operations have been financed through shareholders' conversion of debt into equity, shareholders' loans, government grants and private placements. We have had no revenues since our inception. We have minimal capital resources presently available to meet obligations which we expect to incur and, as at August 31, 2005 we had an estimated working capital deficiency of ($198,000). As noted in the use of proceeds section, this working capital deficiency includes prepaid expenses of $215,657 which should be deducted as an asset as most of these prepaid expenses relate to this offering and will be deducted from capital stock upon closing of this offering. The prepaid expenses consist of Offering costs which have been incurred (legal and advisory costs $164,809, Agents fees $14,500, Agents legal fees $7,500 and filing fees of $17,348) and miscellaneous deposits and fees of $11,500. The working capital deficiency also includes current liabilities of $294,635 due to officers, directors and shareholders which, with the exeption of the Note to Jeffrey Nichols, will not be paid from the proceeds of the Offering but will be paid from revenues generated from future sales. As a result, the adjusted estimated working capital deficiency as at August 31, 2005 is ($119,022). A "going concern" note is included in our Financial Statements which indicates that there is doubt as to our continued existence without additional funding.

During the year ended January 31, 2004, JR Laboratories and two of their directors agreed to forgive a total of $52,526 of our accounts payable. As a result of the debt forgiveness, $50,791 was eliminated from deferred development expense and an adjustment of ($1,735) was made to input tax credits for the goods and services tax.

On April 30, 2004, we issued a Note to Jeffrey Nichols, one of our significant shareholders, in the principal amount of US$50,000. Interest on the principal amount is 6% per annum. Under the terms of the Note, as amended, we issued to Mr. Nichols 500,000 share purchase warrants, each whole warrant entitling the holder thereof to acquire one Common Share at a price of $0.30 per Common Share until June 30, 2007. The Note, including any accrued and unpaid interest, must be repaid on or before November 30, 2007. We intend to repay the Note from the Proceeds of the Offering. See "Interest of Management and Others in Material Transactions".

On July 1, 2004, we entered into a debt settlement agreement with 502255 B.C. Ltd., an assignee of our $70,000 loan payable to Microtec, to extinguish the $70,000 loan. On July 7, 2004, we agreed to convert an additional $243,064 (approximately 75%) of debt owing to management and directors by issuing 810,213 Common Shares. See "General Development of Our Business – Three Year History".

On December 16, 2004 and January 6, 2005, we completed a private placement of 854,000 Common Shares at a price of $0.30 per share. In connection with the private placement, we agreed to pay the Agent a finder's fee equal to 10% of the number of shares sold by them. The finder's fee was paid 50% in cash and 50% in shares and, as such, we issued to the Agent an aggregate of 35,800 Common Shares at a deemed price of $0.30 per share, and paid the sum of $10,740.

We anticipate that the estimated net proceeds of this Offering, if the minimum offering is subscribed for, will be adequate to satisfy our operating expenses and capital requirements as planned for at least twelve months. Our future capital requirements will depend on many factors, including continued progress in our research and development programs, the magnitude of these programs, the scope and results of preclinical testing and clinical trials, the time and costs involved in obtaining any regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims (should we decide to do so), competing technological and market developments and our ability to establish development, manufacturing and marketing arrangements. We may seek additional funding through public or private financings, which would result in further dilution to the shareholders. Furthermore, there can be no assurance that additional financing will be available on acceptable terms or at all.

DESCRIPTION OF THE SECURITIES TO BE DISTRIBUTED

We are authorized to issue an unlimited number of Common Shares without par value, of which 6,950,013 are issued and outstanding as of the date hereof.

Units

A minimum of 2,400,000 Units and a maximum of 4,000,000 Units will be distributed pursuant to this Prospectus. Each Unit is comprised of one Common Share and one-half of one Warrant.

Common Shares

The holders of our Common Shares are entitled to dividends as and when declared by our directors, to one vote per share at meetings of our security holders and, upon liquidation, to receive such of our assets as are distributable to the holders of Common Shares. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to the Common Shares. There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to our shares.

Warrants

The Warrants to be distributed pursuant to the Offering are non-transferable. Each Warrant entitles the holder thereof to acquire one Warrant Share at an exercise price of $0.75 per Warrant Share for a twenty-four (24) month period from the Closing Date. The certificates representing the Warrants will contain provisions for the appropriate adjustment in the class, number and price of shares issuable under such warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of our shares, the payment of stock dividends or our amalgamation with another entity.

Broker's Warrants

The Broker's Warrants are also non-transferable. Each Broker's Warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.50 per Common Share for a twenty-four (24) month period from the Closing Date. The certificates representing the Broker's Warrants will contain provisions for the appropriate adjustment in the class, number and price of shares issuable under such warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of our shares, the payment of stock dividends or our amalgamation with another entity.

CONSOLIDATED CAPITALIZATION

The following table represents selected particulars of our share and loan capital as at January 31, 2005 and following the completion of the Offering:

	As at January 31, 2005	As at the date hereof	As at the date hereof after giving effect to the Offering	
Designation of Security			**Minimum**	**Maximum**
Common Shares	6,950,013	6,950,013	9,350,013	10,950,013
Convertible Note	US$50,000[(1)]	US$50,000[(1)]	Nil	Nil

(1) On April 30, 2004, we issued a Note to Mr. Jeffrey Nichols, one of our significant shareholders, in the principal amount of US$50,000. Interest on the principal amount is 6% per annum. Under the terms of the Note, as amended, we issued to Mr. Nichols 500,000 share purchase warrants, each warrant entitling the holder thereof to acquire one Common Share at a price of $0.30 per Common Share until June 30, 2007. We intend to repay the Note from the proceeds of the Offering. See "Interest of Management and Others in Material Transactions".

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

Our directors have approved a stock option plan (the "Stock Option Plan") which remains subject to regulatory approval. The aggregate number of our Common Shares reserved for issuance under the Stock Option Plan will be a maximum of 10% of the issued and outstanding share capital of Immuno at the date of grant. If any options granted under the Stock Option Plan expire or terminate for any reason without having been exercised in full, the unpurchased shares will again be available under the Stock Option Plan.

The purpose of the Stock Option Plan is to encourage ownership of our Common Shares by persons who are directors, senior officers and key employees of, as well as consultants, advisory board members and employees of management companies providing services to Immuno. Management believes that the Stock Option Plan will advance the interests of our company by providing incentive compensation to all eligible recipients through participation in our growth and development.

The following summary is a brief description of the Stock Option Plan:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding Common Shares at the time of the grant.

2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, our company or any of our subsidiaries.

3. The option price of any Common Share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the Board of Directors but shall be not less than the minimum price permitted by the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.

4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period.

5. The number of options granted to any one consultant may not exceed 2% of our outstanding listed shares in any 12 month period.

6. All options granted under the Stock Option Plan may not have an expiry date exceeding five years from the date on which the Board of Directors grant and announce the granting of the option.

7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within 30 days after the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.

8. If an optionee ceases to be an eligible recipient of options by reason of death, an optionee's heirs or administrators shall have until the earlier of:

   (a) one year from the death of the option holder; and

   (b) the expiry date of the options

   in which to exercise any portion of options outstanding at the time of death of the optionee.

9. The Stock Option Plan will be administered by our Board of Directors who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.

10. The options are not assignable or transferable by an optionee.

11. The Board of Directors may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

As of the date hereof, options to purchase an aggregate of 760,000 common shares are issued and outstanding, the particulars of which are set out below:

Optionee	Number of Common Shares under Option	Exercise Price per Common Share	Date of Grant	Expiry Date
John Mason	300,000	$0.50	February 9, 2005	February 9, 2010
Steven Pettigrew	150,000	$0.50	February 9, 2005	February 9, 2010
Gary Saik	75,000	$0.50	February 9, 2005	February 9, 2010
Dr. Beth Mason	75,000	$0.50	February 9, 2005	February 9, 2010
Ray Cheung	75,000	$0.50	February 9, 2005	February 9, 2010
Jimmy Chang	75,000	$0.50	February 9, 2005	February 9, 2010
Geoff Christenssen	10,000	$0.50	February 9, 2005	February 9, 2010
Total:	**760,000**			

Outstanding Warrants

As at the date of this Prospectus, there are 500,000 share purchase warrants outstanding. Each warrant entitles the holder thereof to acquire one Common Share at a price of $0.30 per Common Share until June 30, 2007. If the minimum offering is completed, an additional 1,200,000 warrants comprising the Units and 240,000 Broker's Warrants will be outstanding. If the maximum offering is completed, an additional 2,000,000 Warrants comprising the Units and 400,000 Broker's Warrants will be outstanding.

PRIOR SALES

On December 16, 2004 and January 6, 2005 we issued a total of 854,000 Common Shares at a price of $0.30 per share pursuant to a private placement that was exempt from registration and prospectus requirements in British Columbia. We also issued an aggregate of 35,800 Common Shares to the Agent, at at deemed price of $0.30 per share, as a finder's fee in connection with the private placement.

ESCROW AND POOLING ARRANGEMENTS

Escrow Securities

The following table sets out the number of securities that will be held in escrow as of the Closing Date upon the completion of both the minimum and maximum offering:

Designation of Class	Number of Securities held in Escrow	Percentage of Class	
		Minimum Offering	Maximum Offering
Common Shares	5,810,213	62.14%	53.06%
Warrant Shares	500,000	5.35%	4.57%

We have entered into an escrow agreement dated April 26, 2005 with certain principal shareholders and the Escrow Agent. Assuming that we will be a Tier 2 Issuer under the Exchange's policies upon listing, we will be classified as an Emerging Issuer (as that term is defined in National Policy 46-201 – Escrow for Initial Public Offerings) and the escrowed securities will be released as follows:

Date of Release	Number of Securities Released
On the date Immuno's securities are listed on the Exchange (the "Listing Date")	1/10 of escrow securities
6 months after the Listing Date	1/6 of remaining escrow securities
12 months after the Listing Date	1/5 of remaining escrow securities
18 months after the Listing Date	1/4 of remaining escrow securities
24 months after the Listing Date	1/3 of remaining escrow securities
30 months after the Listing Date	1/2 of remaining escrow securities
36 months after the Listing Date	Remaining escrow securities

Securities Subject to Resale Restrictions

Other than restrictions imposed by the Exchange as a condition of listing, or restrictions on the shares of a control person as contemplated under Canadian securities legislation, none of the issued shares will be subject to hold periods. Securities held by certain of our shareholders may also be subject to resale restrictions imposed by the Exchange pursuant to the Seed Share Resale Restrictions as set out in the Exchange Policy 5.4.

PRINCIPAL SHAREHOLDERS

The table below sets out the parties who currently beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of our issued shares, and the parties who will beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of our issued shares upon completion of the Offering:

Name	Share Ownership prior to completion of the Offering[1]	Share Ownership after completion of the Offering		Share Ownership after completion of the Offering (fully diluted)	
		Minimum Offering	Maximum Offering	Minimum Offering	Maximum Offering[8]
Jeffrey Nichols	2,035,853 (29.29%)	2,035,853 (21.77%)	2,035,853 (18.59%)	2,535,853[2] (21.04%)	2,535,853[2] (16.29%)
JR Laboratories Inc.[5]	1,605,000 (23.09%)	1,605,000 17.17%	1,605,000 (14.66%)	1,605,000 (13.32%)	1,605,000 (10.31%)
Steven Pettigrew[3]	1,014,563 (14.60%)	1,014,563 10.85%	1,014,563 (9.27%)	1,164,563[6] (9.66%)	1,164,563[6] (7.48%)
John Mason[4]	879,797 (12.66%)	879,797 9.41%	879,797 (8.03%)	1,179,797[7] (9.79%)	1,179,797[7] (7.58%)

(1) These shares are subject to escrow restrictions. See "Escrowed Securities".

(2) Includes up to 500,000 Common Shares that may be issued upon exercise of Warrants.

(3) 805,000 of these shares are held by the Pettigrew Family Trust of which Steven Pettigrew is the Trustee.

(4) 604,797 of these shares are held by Zapper Services Inc., a private company owned by John Mason.

(5) Jimmy Chang, one of our directors, and Ray Cheung, our Chief Technology Officer, are founders and principal shareholders of JR Laboratories.

(6) Includes stock options to purchase 150,000 Common Shares at a price of $0.50 per share expiring on February 9, 2010.

(7) Includes stock options to purchase 300,000 Common Shares at a price of $0.50 per share expiring on February 9, 2010.

(8) Assuming the Over-allotment option is exercised.

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holding

The following table sets forth the names and municipality of residence of all the individuals who are our directors and executive officers, the principal occupations in which each has been engaged during the preceding five years, and the number of securities beneficially owned by directors and executive officers before and after the Offering.

Name, Municipality of Residence and Position(s) with Immuno	Principal Occupation During Previous Five Years	Date Appointed	Share Ownership Prior to the Offering	Share Ownership After the Offering (Assuming Maximum Offering)
JOHN MASON, West Vancouver, BC President, Chief Executive Officer and Director	Business consultant and adviser; President and CEO of Immuno. President and director of Zapper Services Inc.	January 15, 2001	879,797[1][4] 12.66%	879,797[1][5] 8.03%

Name, Municipality of Residence and Position(s) with Immuno	Principal Occupation During Previous Five Years	Date Appointed	Share Ownership Prior to the Offering	Share Ownership After the Offering (Assuming Maximum Offering)
STEVEN PETTIGREW, [3] West Vancouver, BC Secretary , Chief Financial Officer and Director	Chartered Accountant with the firm of Pettigrew & Ranger Ltd.; Secretary and CFO of Immuno; Interim President of Prescient Neuropharma Inc. from July, 2003 to September 2004. Principal with the accounting firm Steven D. Pettigrew Ltd. from 1988-1999.	January 15, 2001	1,014,563[2][4] 14.60%	1,014,563[2][5] 9.27%
JIMMY CHANG,[3] Burnaby, BC Director	Co-founder and President of JR Laboratories.	December 17, 2004	Nil[6]	Nil[6]
GARY SAIK,[3] Vancouver, BC Director	Since 2001, retired; from 1998 to 2001, employed with Indo-Pacific Energy Ltd. (now known as Austral-Pacific Energy Ltd.) providing corporate and investor relations services.	July 19, 2004	Nil[5]	Nil[5]
RAY CHEUNG, Vancouver, BC Chief Technical Officer	Co-founder of JR Laboratories; currently Laboratory Director of JR Laboratories.	July 3, 2004	Nil[6]	Nil[6]

(1) 604,797 of these shares are owned by Zapper Services Inc., a private company owned by John Mason.

(2) 805,000 of these shares are held by the Pettigrew Family Trust of which Steven Pettigrew is a trustee.

(3) Member of the Audit Committee.

(4) These shares are subject to escrow restrictions. See “Escrowed Securities”.

(5) Assuming our directors and officers do not participate in the Offering.

(6) JR Laboratories owns 1,605,000 Common Shares. Mr. Chang and Mr. Cheung disclaim any beneficial interest in these shares but, as principal shareholders of JR Laboratories, exercise certain control and direction over these shares.

As a group, our directors and executive officers beneficially own, directly or indirectly, or exercise control over 3,499,360 Common Shares which, before giving effect to this Offering, represents approximately 50.35% of our Common Shares. Mr. Nichols, one of our major shareholders, also holds a Note in the principal amount of US$50,000, with an interest rate of 6% per annum. Under the terms of the Note, as amended, we issued to Mr. Nichols 500,000 share purchase warrants, each warrant entitling the holder thereof to acquire one Common Share at a price of $0.30 per share until June 30, 2007. We intend to repay the Note from the proceeds of the Offering. See "Interests of Management and Others in Material Transactions".

Except as disclosed below, each of our directors and officers has been engaged for more than five years in his present principal occupation or in other capacities with us in which he currently holds his principal occupation.

Our Management Team

John Mason, B.Sc., CA

Mr. Mason, 66, is currently a director and our President and Chief Executive Officer. He is a member of the British Columbia Institute of Chartered Accountants and the Chartered Accountants of England.

After several years as a partner with the Vancouver office of Dunwoody & Co., he left in 1978 to form Henfrey, Mason, Korbin & McMahon, an accounting practice. Mr. Mason holds a Bachelor of Science degree from the University of London. He has acted as the project manager in taking our laboratory technology to commercial operating feasibility. As President and Chief Executive Officer of Immuno, Mr. Mason will devote 100% of his time to the business of Immuno.

Steven Pettigrew, CA

Mr. Pettigrew, 53, is our Secretary and Chief Financial Officer, as well as a director and a member of the Audit Committee. He is a member of the British Columbia Institute of Chartered Accountants, and has operated his own accounting firm in West Vancouver, British Columbia since 1988, which firm provides accounting, tax, and financial advice. Mr. Pettigrew earned a Bachelor of Commerce degree from Dalhousie University. As Secretary and Chief Financial Officer, Mr. Pettigrew will devote approximately 25% of his time to the business of Immuno.

Gary Saik

Mr. Saik, 53, is one of our directors and a member of our audit committee. He is currently a retired businessman with experience dealing with publicly-listed companies having provided various administrative and communications services. Until 2001, Mr. Saik worked with Austral-Pacific Energy Ltd., Trans-Orient Petroleum Ltd., Durum Energy Ltd. and AMG Oil Ltd., members of the IREMCO Group of companies, providing corporate and investor relations services. Prior to his involvement with public companies, Mr. Saik owned and operated a number of private business enterprises. Mr. Saik will devote approximately 10% of his time to the business of Immuno.

Jimmy Chang

Mr. Chang, 57, is one of our directors and a member of our audit committee. He has been the President of JR Laboratories, one of our major shareholders, since 1988. Mr. Chang is a graduate of the British Columbia Institute of Technology. Mr. Chang will devote approximately 5% of his time to the business of Immuno.

Ray Cheung

Mr. Cheung, 54, is currently the Chairman and CEO of JR Laboratories and has held the position since 1988. He will be our Chief Technical Officer. Mr. Cheung was employed by the Ministry of Agriculture, Fisheries, and Food as a lab scientist from 1978 to 1988. He received a degree in food science from the University of British Columbia in 1975. In 1988, he was part of a management buyout group that acquired JR Laboratories from the Government of British Columbia. He will fulfill his duties to us on a contract basis and it is anticipated that Mr. Cheung will devote approximately 5% of his time to Immuno.

Keith Minielly, P.Eng., Fluid Engineering Consultant

Mr. Minielly, 74, provides consulting services to our company as an independent contractor. As our fluid engineering consultant, Mr. Minielly is responsible for equipment sourcing and manufacture and he provides his expertise on fluid handling, a major part of our operations. Mr. Minielly is a professional engineer and was, until 2003, the owner of Hyseco Fluid Systems, a Vancouver-based company manufacturing and maintaining hydraulic systems to many industries, including BC Ferries and pulp mills. He has experience and contacts relative to fluid operating systems. Mr. Minielly is assisting us with the design and costing of our plan to construct and equip our proposed new commercial operational facility. We expect his time commitment to increase as construction of our proposed new commercial facility begins. We have entered into a non-competition and non-disclosure agreement with Mr. Minielly.

Geoffrey Christenssen, Facilities Manager

Mr. Christensen, 59, has worked with us on setting up and conducting the scale up tests. He has worked since inception with Immuno and physically constructed the existing facility. Mr. Christenssen is working with Mr. Keith Minielly on plant design and layout. Mr. Christenssen is currently under a subcontract arrangement with our company and works an average 25 hours per week for us. He is prepared to become full-time once our operations are in commercial production. He has designed and constructed both research and commercial processing equipment for us and has been employed by us an average 60 percent of his time in the past three years. Mr. Christenssen has experience with our operations and has assisted with the development of the operating parameters for our production equipment. Mr. Christenssen has entered into a non-competition and non-disclosure agreement with us.

Advisory Board

Sadiq Toma, Ph.D.

Dr. Toma was involved with the initial research on extracting IgG from bovine whey, and will work with us on technical issues and quality control. Dr. Toma is a full-time employee of JR Laboratories, one of our major shareholders. He is available to Immuno to act as our scientific adviser when required. Dr. Toma continues to provide technical advise to us on various matters relating to microbiology and immunology and, in particular, on the effects on proteins of changing pH levels, an integral part of our research and production process. Mr. Toma has entered into a non-competition and non-disclosure agreement with us.

Beth Mason, M.Sc., Ph.D.

Dr. Mason obtained a M.Sc. in animal nutrition in 1988 and a Ph.D. in animal nutrition and physiology in 1991 both from the University of Alberta. She has worked in the livestock feed industry for the last 14 years and in the areas of research of nutrient partitioning and interactions between diet, nutrition and health. Her current areas of research are in alternative feedstuffs and the use of probiotics in animals and plants. In addition to serving on our advisory board, Dr. Mason serves as a consultant to Immuno. Dr. Mason has entered into a non-competition and non-disclosure agreement with us.

Dr. Shiro Nakai

Dr. Nakai is Professor Emeritus, University of B.C., Food Sciences. Dr. Nakai has published papers on subject matters related to IgG, and was part of the research team, under contract to JR Laboratories, that developed the laboratory process for extracting IgG from milk. Dr. Nakai has also developed an encapsulation process to protect IgG from destruction by stomach acids and release in the small intestine.

Dr. Eunice C.Y. Li-Chan

Dr. Li-Chan is a professor and head of the UBC Faculty of Agricultural Sciences. Dr. Li-Chan collaborated with Dr. Nakai on the initial research into extracting IgG from milk.

Committees of the Board

The board of directors' only committee is an audit committee. The audit committee is currently composed of three of our directors (Steven Pettigrew, Jimmy Chang, and Gary Saik). The committee is responsible for reviewing our financial reporting procedures, internal controls and the performance of our external auditors. The audit committee is also responsible for reviewing quarterly financial statements and the annual financial statements prior to their approval by the full board of directors.

Corporate Cease Trade Orders or Bankruptcies

None of our directors, officers, promoters or persons holding a sufficient number of shares to affect materially the control of our company, has, within ten years prior to the date of this Prospectus, been a director, officer or promoter of any other reporting issuer which, while that person was acting in that capacity:

(a) was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(b) 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 the assets.

Penalties or Sanctions

None of our directors, officers or promoters have, during the past ten years prior to the date of this Prospectus, been subject to any penalties or formal sanctions imposed by a court or securities regulatory authority relating to the trading in securities, the promotion or management of a publicly traded company, or involving theft or fraud.

Personal Bankruptcies

To the knowledge of management, none of our directors, officers or promoters have, within the ten years prior to the date of this Prospectus, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Conflicts of Interest

Except as disclosed in this section or elsewhere in this Prospectus, there are no known existing or potential conflicts of interest among directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers or other members of management may serve as directors, officers, promoters and other members of management of other public companies. Our directors and officers are aware of the laws governing the accountability of directors and officers for corporate opportunities and requiring disclosure by directors of conflicts of interest. We will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of our directors or officers. All such conflicts will be disclosed by directors or officers in accordance with the *Business Corporations Act* (British Columbia). We expect that our directors and officers will act in a reasonable and responsible manner, giving full consideration to their fiduciary duties and other obligations imposed upon them by law.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of compensation paid during each of the three financial years ended January 31, 2005, 2004 and 2003 to our Chief Executive Officer and Chief Financial Officer. There were no other executive officers whose total salary and bonus exceeded of $150,000 during the most recently completed financial year.

NEO Name and Principal Position	Year Ended January 31	Annual Compensation			Long-Term Compensation			All other Compen-sation ($)
					Awards		Payouts	
		Salary ($)	Bonus ($)	Other Annual Compen-sation ($)	Securities Under Options/ SARs Granted (#)	Shares or Units Subject to Resale Restrictions	LTIP Payouts ($)	
John Mason President and Chief Executive Officer	2005	Nil	Nil	Nil	Nil	Nil	Nil	74,500[(1)]
	2004	Nil	Nil	Nil	Nil	Nil	Nil	78,000[(1)]
	2003	Nil	Nil	Nil	Nil	Nil	Nil	78,000[(1)]
Steven Pettigrew, Secretary and Chief Financial Officer	2005	Nil	Nil	Nil	Nil	Nil	Nil	31,500[(2)]
	2004	Nil	Nil	Nil	Nil	Nil	Nil	42,000 [(2)]
	2003	Nil	Nil	Nil	Nil	Nil	Nil	42,000 [(2)]

(1) These amounts relate to management fees (exclusive of GST) paid or accrued to Zapper Services Inc., a private company controlled by our President, John Mason pursuant to a Management Agreement dated for reference November 1, 2001. Zapper Services Inc. provides us with management and administrative services and the services of John Mason. The Management Agreement was amended on July 1, 2004. See "Management Agreements".

(2) These amounts relate to management fees (exclusive of GST) paid or accrued to Steven Pettigrew or SDP Consulting Inc., a private company controlled by our Chief Financial Officer, Steven Pettigrew, pursuant to a Management Agreement dated for reference January 31, 2001 and a Management Agreement Amendment dated for reference November 14, 2002. SDP Consulting Inc. provides us with management and administrative services and the services of Steven Pettigrew. The Management Agreement was amended on July 1, 2004. See "Management Agreements".

Directors' Compensation

Other than incentive stock options granted from time to time, we do not pay our directors for their services as directors nor are there any arrangements for any such compensation to be paid other than reimbursement for expenses incurred in connection with their services as directors. After completion of the Offering, we intend to obtain directors' and officers' liability insurance upon terms that are commensurate with industry standards.

Management Agreements

On July 1, 2004, we entered into new management agreements with Zapper Services Inc. ("Zapper") and SDP Consulting Inc. ("SDP"), respecting services to be provided by each of Messrs. John Mason and Steven Pettigrew, respectively, to our company. Each agreement is for a term of five years, commencing on July 1, 2004. Zapper will provide certain management services, including project management and business development, which management services will be performed by John Mason. We will pay Zapper a consulting fee of $6,000 per month for the term of the agreement. Zapper will also receive a commission equal to 1.5% on all gross sales of IgG that is sold at, or greater than, a price of $220 per kilogram.

SDP will also provide certain management services, including assisting in all financial matters and the management of our company. The management services to be provided by SDP will be performed by Steven Pettigrew, and we will pay SDP a consulting fee of $2,000 per month for the term of the agreement. SDP will also receive a commission equal to 1.5% on all gross sales of IgG that is sold at, or greater than, a price of $220 per kilogram.

Each management agreement provides that if we terminate either agreement without cause, we will pay to the consultant, SDP or Zapper, as the case may be, a severance payment calculated on the basis of the respective monthly consulting fee multiplied by the number of months remaining in the term of the agreement, up to a maximum of 12 months.

Consulting Agreements

On July 1, 2004, we entered into a consulting agreement with BMC Nutrition ("BMC"), a proprietorship owned by Dr. Beth Mason, a member of our advisory board. Under the terms of the agreement, BMC will provide certain technical services to Immuno, including marketing and project management for certain trial tests of immunoglobulin on animals. The agreement is for a term of five years, expiring on June 30, 2009, unless terminated earlier in accordance with the provisions of the agreement. In consideration for the services, we will pay to BMC a fee of $100 per hour, plus GST, for each hour of services provided to Immuno, up to a maximum of $5,000 per month. In addition, we will reimburse BMC for certain reasonable out-of-pocket transportation, travel and accommodation expenses incurred in providing the services.

Termination of Employment, Change in Responsibility and Employment Contracts

We do not have any compensatory plan(s), contract(s) or arrangement(s) with respect to the resignation, retirement or any other termination of the Named Executive Officer's employment, a change of control of the Company or any of our subsidiaries or a change in the Named Executive Officer's responsibilities following a change in control, which entitle a Named Executive Officer to receive an amount, including all periodic payments or installments, exceeding $100,000. See "Directors' Compensation".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, or any associate or affiliate thereof is or has been indebted to us since the beginning of our last financial year.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the provinces of British Columbia and Alberta to qualify the distribution of up to 4,000,000 Units. Each Unit consists of one Common Share and one-half of one Warrant. Each whole Warrant entitles the holder thereof to acquire one Warrant Share at a price of $0.75 per Warrant Share for a period of twenty-four (24) months from the Closing Date.

The Offering

Pursuant to the Agency Agreement between Immuno and the Agent dated for reference September 6, 2005, the Agent has been appointed as our agent to offer for sale to the public, on a commercially reasonable efforts basis, the Units offered herein subject to specific terms and conditions. The Offering is being made only to investors resident in British Columbia and Alberta.

In consideration for its services in connection with the Offering, the Agent will receive a cash commission equal to ten percent (10%) of the gross proceeds of the Offering and will receive Broker's Warrants equal to 10% of the number of Units sold pursuant to the Offering. Each Broker's Warrant entitles the Agent to acquire one Common Share in our capital at a price of $0.50 per Common Share for a period of twenty-four (24) months from the Closing Date. The Broker's Warrants are qualified for distribution under this prospectus. The Agent will also receive a corporate finance fee of $25,000 (plus GST), of which $12,500 (plus GST) was paid on January 17, 2005. We will also reimburse the Agent for its expenses, which will include reasonable fees and expenses of its legal counsel and certain other expenses incurred in connection with their services.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Units offered hereunder on our behalf and, if the Agent deems it appropriate, to make syndication or other selling arrangements with other investment dealers at no additional cost to us. The obligations of the Agent under the Agency Agreement may be terminated at any time at the Agent's discretion on the basis of its assessment of the financial markets and the occurrence of certain stated events. We have also granted the Agent a right of first refusal to provide future brokered equity financing to us for a period of twelve (12) months from the Closing Date.

We, through our Agent, hereby offer a minimum of 2,400,000 Units and a maximum of 4,000,000 Units at an Offering price of $0.50 per Unit. Funds received from the sale of the Units offered hereunder will be deposited with the Agent and will not be released until the minimum offering of $1,200,000 has been deposited with the Agent. If the minimum offering is not obtained within 90 days of the issuance of a final receipt for the Prospectus (or such later date as is agreed to by us and the Agent with the consent of the relevant securities authorities and those persons who have subscribed for Units prior to that date), subscribers' funds will be returned promptly, without interest or deduction. It is expected that definitive certificates representing the Common Shares and Warrants comprising the Units will be available for delivery at closing.

We have granted the Agent an Over-allotment Option pursuant to which the Agent may elect to purchase up to an additional 15% of the number of Units sold under the Offering, exercisable on or before the closing of the Offering to cover over-allotments. To the extent the Over-allotment Option is exercised, the additional Units will be offered by the Agent at the Offering Price. The Agent will receive a cash commission of 10% of the proceeds from the sale of the additional Units as well as Broker's Warrants to acquire that number of Shares as is equal to 10% of the number of additional Units sold. The grant of the Over-allotment Option and the issuance of Units and Broker's Warrants upon the exercise thereof are qualified hereunder.

We have applied to list the Common Shares on the Exchange. The Exchange has conditionally accepted the listing of our Common Shares subject to our fulfillment of all the listing requirements of the Exchange.

The offering price for the Units was determined by negotiation between us and the Agent.

The Units offered hereby have not been and will not be registered under the *United States Securities Act* of 1933, as amended (the "U.S. Securities Act"). Accordingly, the Units may not be offered or sold within the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act. The Agent has agreed that it will not offer, sell or deliver the Units offered hereby within the United States.

RISK FACTORS

An investment in the Units involves a high degree of risk and should be considered speculative. You should carefully consider the risks and uncertainties described below, as well as other information contained in this Prospectus, including our audited annual financial statements and accompanying notes, before buying Units. The risks and uncertainties below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we believe to be immaterial may also adversely affect our business. If any of the following risks occur, our business, financial condition and results of operations could be seriously harmed and you could lose all or part of your investment. Further, if we fail to meet the expectations of the public market in any given period, the market price of our Common Shares could decline.

Going Concern Caution: There is significant doubt that we can continue as an ongoing business and, therefore, there is a "going concern" note in our financial statements. As at September 30, 2005, we had an estimated adjusted negative working capital of approximately $122,986. If we do not complete the Offering, we will have inadequate funds to continue our corporate, administrative and operational functions.

Liquidity and Additional Financing: Even if we complete the Offering, we may require substantial additional funds before we can expect to realize significant product revenue. Our working capital needs will depend upon numerous factors, including the progress of our continuing development activities, the timing and results of testing procedures, the timing and cost of obtaining any required regulatory approvals, and our ability to establish and maintain collaborative arrangements. There can be no assurance that additional financing will be available on terms acceptable to us, if at all. If adequate funds are not available, or are not available on acceptable terms, we may not be able to take advantage of opportunities, develop new products, access new markets, or respond to competitive pressures. Should we fail to secure the necessary capital, we may be forced to terminate or suspend operations.

Development Stage Company: We have, to date, been engaged primarily in developing the EBA process and ongoing marketing and development initiatives to determine uses and applications of our IgG product. We have incurred, and expect to continue incurring, significant financial losses as we continue to perfect our processes and develop our products. While we believe that we are prepared to advance to commercial production, additional development, testing, regulatory approvals, and additional investment in facilities and equipment will be required to achieve commercialization. We have not generated any revenue to date and there is no guarantee that we will be able to generate any revenue or achieve profitable operations in the future. The likelihood of our success must be considered in light of the risks inherent in, and the difficulties, costs and complications associated with, the early growth stages of a business enterprise as well as with the development and marketing of new products and technologies.

Because we have a limited operating history, results from operations are inherently more difficult to predict, and as a result, we may sustain operating losses.

Competition: The biotechnology industry, in general, is very competitive. We will be in competition with other companies that develop similar products for similar uses and which may use similar technology and processes. Many of these companies are much larger and have considerably more financial and technical resources than we do. It is, therefore, impossible to guarantee that the products developed by other companies will not cause our products and technologies to be non-competitive, or, even, obsolete. The products and technologies we are developing will compete with existing and new products being created by other biotechnology companies, as well as by universities and other research institutions. Many of these entities have significantly greater research and development capacities, as well as substantial marketing, financial and managerial resources. Many of our potential competitors have developed, or are in the process of developing, technologies that may be the basis for competitive products. Some of these products or technologies may have an entirely different approach than products we are developing and may be more effective and less costly. In addition, many of these competitors have significantly greater experience than we do in undertaking the necessary testing, research and development and obtaining any necessary approvals. Accordingly, our competitors may succeed in commercializing their products, technologies or processes first.

No Guarantee of Developmental Success: The prospects for companies in the biotechnology industry, generally, should be considered to be uncertain, given the very nature of the industry, and accordingly, investments in biotechnology companies should be considered to be highly speculative. It is impossible to ensure that the processes we have developed for producing IgG will result in the creation of profitable products. In order for our products to gain commercial success, certain testing might have to be conducted to confirm their effectiveness and safety. No assurances can be given that future studies, if any, will yield favourable results.

Exclusive Patents and Technologies: Our success will depend, in part, on our ability to obtain and maintain protection of our trade secrets and to operate without infringing the exclusive rights of third parties. Currently, our sole means of protecting our intellectual property is through the use of confidentiality and non-competition agreements with our management and technical personnel. Even if we do file patent applications in Canada, the United States and other jurisdictions, there is no guarantee that we will obtain such patents or that we will develop patentable products and processes. Moreover, there is no guarantee that any patent that may be granted to us will make the product more competitive, that our patent application will not be contested by third parties, or that the patents of others will not be detrimental to our activities. We cannot assure that other companies will not independently develop products, technologies or processes similar to ours, that they will not imitate any of our products, technologies or processes or, that if we do obtain patents, our competitors will not manufacture products and develop technologies and processes designed to circumvent any exclusive patent rights that we may have been granted. We may also be required to obtain licenses under patents or other exclusive rights from third parties. There is no guarantee that any licence required under these patents or other exclusive rights will be offered upon conditions acceptable to us. There is no guarantee that a third party may not attempt to make claims against us as having or utilized technologies owned or developed by them.

Third Party Patents: Our commercial success will depend significantly on our ability to operate without infringing the patents and other proprietary rights of third parties. From time to time, companies may possess rights to technologies in the same areas of research and development as ours and may notify us that we may require licenses from them in order to avoid infringing their rights in that technology, or in order to enable us to successfully commercialize our own technology. Patent applications are, in many cases, maintained in secrecy until patents are issued. Potential competitors may have filed applications for, or may have received patents, and may obtain additional proprietary rights to compounds or processes used by us or competitive with ours. Patent litigation is becoming widespread in the biopharmaceutical

industry and we cannot predict how this will affect our efforts to form strategic alliances, conduct testing, or manufacture or market any product that we may successfully develop. If our products do infringe patents, trademarks or proprietary rights of others, we could, in certain circumstances, become liable for substantial damages, which could also have a material adverse effect on our business, financial condition and results of operations.

Reliance on Third Parties: Our strategy for the development and commercialization of IgG from bovine whey requires us to enter into arrangements with corporate, government and academic collaborators, third party manufacturers, licensors, licensees and others. We are unable to assure you that we will be able to maintain these relationships or, if required, obtain additional required licenses. Neither can we assure you that our existing license arrangements or any new licenses, if required, will not terminate or that they will be renewed. We cannot assure you that these outside parties will perform their obligations as expected or that we will be able to maintain existing or establish new collaborative agreements. The failure to obtain, the termination of, or the failure to renew any of our licensing arrangements could have a material adverse effect on our programs and may cause us to suspend or cease operations.

Government and Industry Regulations: The development, manufacture, commercialization and pricing of our products, particularly products for human consumption, is generally subject to extensive regulation by national regulatory authorities. In order to be marketed and sold in a jurisdiction, national health authorities generally require that our products pass through a number of testing stages to demonstrate their safety and efficacy. Each jurisdiction has its own set of requirements, and data that are acceptable in one jurisdiction may not be acceptable in another.

Regulatory and Licencing Requirements: We are in the early stage of development and have not registered our facility nor obtained any requisite licences and permits for our IgG product. We cannot guarantee that we will be successful in obtaining regulatory approval for our facility once it is constructed or that such approval will be obtained on a timely basis. Certain other licences are to be obtained by other third parties on our behalf. We cannot guarantee that these licences will be applied for, or obtained, by these third parties on a timely basis or at all.

Risks of Foreign Currency Rate Fluctuation: Our agreement to purchase adsorbent media requires payment for the product to be made in Euros. It is anticipated that any revenues we may generate will principally be in Canadian and U.S. dollars. Exchange rates for currencies in which we conduct business may fluctuate in relation to the Canadian dollar, and such fluctuations, especially among the Canadian dollar, the Euro and U.S. dollar, may have a material adverse effect on our earnings when translating foreign currency into Canadian dollars. We do not presently, nor do we intend to execute hedging transactions to reduce our exposure to foreign currency exchange rate risks. Accordingly, we may experience economic loss and a negative impact on and future earnings solely as a result of foreign currency exchange rate fluctuations, which include foreign currency de-valuations against the Canadian dollar. Moreover, we do not carry currency convertibility risk insurance.

Third Party Liability: The sale and use of our products may entail risk of third party liability. We may be subject to claims of personal injury and could become liable to end users of our products for injuries resulting from the failure of a product to adequately perform as expected. We do not currently maintain any insurance related to our on-going development of our products. If we do, in the future, acquire insurance, we cannot assure you that this insurance will continue to be available to us on commercially reasonable terms or at all. Claims against us, or our products, might also exceed the amounts of such coverage. Claims against us, or our products, regardless of their merit or potential outcome, may also result in severe public relations problems that could seriously damage our reputation and viability.

Dependence on Key Personnel: Our success is dependent in part on the services of certain key management and technical personnel, including our founders, Jimmy Chang, Ray Cheung, Steven

Pettigrew and John Mason. The contributions of these individuals include both technical and financial skills and assistance. Since our inception, we have financed substantially all of our operations through shareholder loans and equity investments of our shareholder group. The experience and continued financial contribution of these individuals will be an important factor contributing to our continued success and growth. From a technical perspective, the loss of one or more of these individuals could have a material adverse effect on us. Recruiting and retaining qualified scientific personnel to perform research and development work is critical to our success. There is intense competition for qualified personnel in the areas of our activities, and there can be no assurance that we will be able to attract and retain such personnel on acceptable terms.

Dependence on a Key Supplier: A key ingredient in the EBA process is the adsorbent media we use to extract IgG. Currently, we have made arrangements to acquire this product from a manufacturer in Europe. Although there are other producers of adsorbent media we could use in the EBA process, there is no guarantee that an alternative product will be as effective as the product we currently use, nor is there any guarantee that we will be able to obtain such alternative product on favorable financial terms. As such, a loss of our sole supplier could affect the quality and quantity of the IgG we produce and may materially affect any revenues we may generate.

Concentration of Ownership: Immediately following the completion of the Offering our directors, major shareholders, executive officers and their respective associates will beneficially own approximately 37.11% (assuming that the maximum offering is fully subscribed) of our Common Shares. These shareholders could significantly influence the outcome of actions taken by management that require shareholder approval. For example, these shareholders could significantly influence the election of our directors and control changes in management.

Conflicts of Interest: Certain of our directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of our management team and their duties as a director, officer, promoter or member of management of such other companies. Our directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. We will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of our directors or officers.

No Prior Trading Market - Potential Volatility of Share Price: There is no public market for any of our securities. The market price of our shares after completion of the Offering could be subject to significant fluctuations in response to a number of factors including: quarterly variations in our operating results; announcements of technological innovations by us, our customers, or our competitors; new governmental or industry regulations; litigation or public concerns about the safety or efficacy of products we produce or produced in our industry; general fluctuations in the stock market; or other events or factors, many of which are beyond our control. There can be no assurance that the holders or purchasers of our Common Shares will be able to resell their shares at prices equal to or greater than their cost.

Dilution: Dilution per Common Share represents the amount by which the price per Common Share to be paid by a new investor will exceed the net tangible book value per Common Share immediately after the Offering is completed. The issue price of $0.50 paid for each Unit exceeds by $0.35 per share the net tangible book value per Common Share as at July 31, 2005 after giving effect to the Offering. As a result, investors will incur a significant and immediate dilution of 70% in their investment.

PROMOTERS

Jimmy Chang and Ray Cheung, principals of JR Laboratories, one of our significant shareholders, John Mason, our president and a director, and Steven Pettigrew, our chief financial officer and a director, may be considered to be promoters of Immuno in that they took the initiative to found and organize our business. As of the date of this Prospectus, JR Laboratories beneficially owns, directly or indirectly, or exercises control over, 1,605,000 of our Common Shares. John Mason beneficially owns, directly or indirectly, or exercises control over, 879,797 Common Shares (604,797 of which are held by Zapper Services Inc., a private company owned by Mr. Mason). Steven Pettigrew owns, directly or indirectly, or exercises control over 1,014,563 Common Shares, 805,000 of which are held in trust for the Pettigrew Family Trust. These shares will be subject to escrow and other restrictions. See “Escrowed Securities”.

LEGAL PROCEEDINGS

As of the date hereof, we are not a party to any legal, regulatory or arbitration proceedings against us which we believe would have a significant effect on our financial position. Immunotec Research Ltd., pursuant to a letter dated October 12, 2005, has advised us that our corporate name, "Immuno Research Inc.", may be confusingly similar to certain trade marks and trade names they have registered. There are no claims or allegations respecting our products or the extraction process we employ. It is managements' opinion, in consultation with our legal advisers, that the claims have no merit and do not pose any material financial risk. Other than as described above, we are not aware of any material threateaned or contemplated proceedings against us.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Jeffrey Nichols, one of our significant shareholders, is the holder of a Note in the principal amount of US$50,000 issued by us on April 30, 2004. The Note, as amended on August 1, 2004 and July 1, 2005, carries an interest rate of 6% per annum. Pursuant to the terms of the Note, Mr. Nichols was granted 500,000 warrants to purchase our Common Shares. Each warrant entitles the holder thereof to purchase one of our Common Shares at a price of $0.30 per share until June 30, 2007. The Note also states that if it is not repaid in full, and if our shares are not listed on a Canadian stock exchange prior to January 31, 2006, Mr. Nichols will be entitled to convert the Note into such number of Common Shares that will increase his shareholdings to 51% of the issued and outstanding Common Shares, on a fully diluted basis. If the Note is converted, Mr. Nichols would also be appointed as a director and as our CEO for a term of two years from the date of conversion. We intend to repay the Note from the proceeds of the Offering.

Other than as set out elsewhere in this Prospectus, none of our directors, executive officers, principal shareholders, or any associate or affiliate of any thereof, has or had any material interest in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect us.

As of January 31, 2005, we have accumulated an aggregate of $197,475 in accounts payable to certain directors and officers (and companies related to these individuals). This amount is comprised of $36,380 payable to JR Laboratories for accrued but unpaid rent; $109,187 payable to John Mason (and/or Zapper Services Inc., a company controlled by Mr. Mason); and $51,908 payable to Steven Pettigrew (and/or SDP Consulting Inc., a company controlled by Mr. Pettigrew). The amounts owed to Mr. Mason (and/or Zapper Services Inc.) and Mr. Pettigrew (and/or SDP Consulting Inc.) are for the payment of accrued, but unpaid, management fees and expenses.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Our auditors are Smythe Ratcliffe, Chartered Accountants, Seventh Floor, Marine Building, 355 Burrard Street, Vancouver, BC V6C 2G8. Our transfer agent and registrar is Pacific Corporate Trust Company, with its head office located at 10th Floor, 625 Howe Street, Vancouver, BC V6C 3B8, and an office in Toronto, Ontario located at 4 King Street West, Suite 1101, Toronto, Ontario M5H 1B6.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of our business, the only material contracts which we have entered into in the two years prior to the date of the Prospectus are the following:

1. Agency Agreement dated for reference September 6, 2005 with the Agent. See "Plan of Distribution".
2. Convertible Note, as amended, and dated for reference April 30, 2004 with Jeffrey Nichols. See "General Development of Our Business – Three Year History".
3. Management Agreement dated for reference July 1, 2004 with Zapper Services Inc. and John Mason. See "Statement of Executive Compensation – Management Agreements".
4. Management Agreement dated for reference July 1, 2004 with SDP Consulting Inc. and Steven Pettigrew. See "Statement of Executive Compensation – Management Agreements".
5. Consulting Agreement dated for reference July 1, 2004 between Immuno Research Inc. and BMC Nutrition. See "Statement of Executive Compensation – Consulting Agreements".
6. Letter of Understanding between Immuno Research Inc. and DBP Diverse By-Products Ltd. dated for reference August 20, 2005. See "Our Business – Suppliers and Technology Providers".
7. Escrow Agreement dated for reference April 26, 2005 with the Escrow Agent. See "Escrowed Securities".
8. Memorandum of Agreement dated for reference November 1, 2004 with Lakota Research International Inc. – See "General Development of Our Business – Three Year History".
9. Lease dated March 10, 2005 among Immuno Research Inc., Amerasia Industries Inc. and DBP Diverse By-Products Ltd. See "General Development of our Business – Three Year History".
10. Resin supply agreement dated for reference April 27, 2005 between Immuno Research Inc. and our supplier of adsorbent media.

Copies of non confidential portions of the material contracts described above may be inspected at the offices of Thomas, Rondeau, *Business Lawyers*, at Suite 1925 – 700 West Georgia Street, Vancouver, BC V7Y 1A1 during normal business hours for a period of 30 days after the date of this Prospectus.

EXPERTS

Certain legal matters relating to this Offering will be passed on by Thomas, Rondeau, *Business Lawyers*, on our behalf and by Miller Thomson LLP on behalf of the Agent. As at the date hereof, principals and associates of Thomas, Rondeau, owned less than 1% of our outstanding Common Shares. As of the date hereof, no partners or associates of Miller Thomson LLP own any of our Common Shares. No person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a part of this Prospectus, or prepared or certified a

report or valuation described or included in this Prospectus, has received or shall receive a direct or indirect interest in our property or of any of our associates or affiliates.

OTHER MATERIAL FACTS

There are no other material facts about the securities being distributed that are not disclosed elsewhere in this Prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia and Alberta provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a Prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

SmytheRatcliffe
CHARTERED ACCOUNTANTS

IMMUNO RESEARCH INC.
(A Development Stage Company)

Financial Statements
July 31, 2005 and 2004 (Unaudited)
and January 31, 2005, 2004 and 2003

Index	**Page**

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CHARTERED ACCOUNTANTS

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AUDITORS' REPORT

TO THE DIRECTORS OF IMMUNO RESEARCH INC.
(A Development Stage Company)

We have audited the balance sheets of Immuno Research Inc. (A Development Stage Company) as at January 31, 2005, 2004 and 2003 and the related statements of operations and deficit and cash flows for the years ended January 31, 2005, 2004 and 2003 and the period from January 15, 2001 (inception) through January 31, 2005. The 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 financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2005, 2004 and 2003 and the results of its operations and its cash flows for the years ended January 31, 2005, 2004 and 2003 and the period from January 15, 2001 (inception) through January 31, 2005, in conformity with Canadian generally accepted accounting principles.

"Smythe Ratcliffe" (signed)

Chartered Accountants

Vancouver, British Columbia
April 28, 2005, except as to note 14
which is as of October 13, 2005

IMMUNO RESEARCH INC.
(A Development Stage Company)
Balance Sheets (note 2)

	Period Ended July 31, 2005	Years Ended January 31, 2005	2004	2003
	(unaudited)			
Assets				
Current				
Cash	$ 8,271	$ 140,655	$ 712	$ 5,743
Accounts receivable	10,157	7,334	6,389	17,465
Prepaid expenses	215,657	115,959	0	9,648
Investment tax credits receivable	47,000	47,000	25,000	107,500
	281,085	310,948	32,101	140,356
Property and Equipment (notes 5 and 10(c))	32,102	25,817	41,502	52,629
Deferred Development Costs (notes 6, 7 and 10(b))	557,262	493,446	402,198	298,534
	$ 870,449	$ 830,211	$ 475,801	$ 491,519
Liabilities				
Current				
Accounts payable and accrued liabilities (note 10(a))	$ 379,075	$ 313,730	$ 307,225	$ 250,526
Loan payable (note 10(f))	0	0	70,000	70,000
Due to shareholders (note 8)	98,196	96,124	125,340	125,340
	477,271	409,854	502,565	445,866
Shareholders' Equity (Deficiency)				
Capital Stock	728,534	728,534	170,010	170,010
Contributed Surplus (note 9)	354,332	82,100	0	0
Deficit	(689,688)	(390,277)	(196,774)	(124,357)
	393,178	420,357	(26,764)	45,653
	$ 870,449	$ 830,211	$ 475,801	$ 491,519

Commitments (note 13)

Approved on behalf of the Board:

"John Mason"
..... Director
John Mason

"Steven Pettigrew"
..... Director
Steven Pettigrew

See notes to financial statements.

IMMUNO RESEARCH INC.
(A Development Stage Company)
Statements of Operations and Deficit

	Six-Month Period Ended July 31,		Years Ended January 31,			Period from January 15, 2001 (inception) through July 31,
	2005	**2004**	**2005**	**2004**	**2003**	**2005**
	(unaudited)	(unaudited)				(unaudited)
Expenses						
Wages and benefits	$ 272,232	$ 0	$ 0	$ 0	$ 0	$ 272,232
Legal and accounting	289	202	38,003	8,395	10,500	60,859
Consulting fees	12,000	21,500	33,500	42,000	42,000	176,500
Sponsorship fees	0	0	20,000	0	0	20,000
Automobile	5,030	3,050	4,159	4,855	6,136	25,763
Interest and bank charges, net	2,130	63	85,025	85	76	87,122
Office and miscellaneous	1,612	2,292	2,710	4,480	15,658	34,054
Entertainment	1,494	859	1,463	1,475	2,847	9,530
Other	0	0	0	0	1,226	1,226
Amortization	4,624	5,564	10,558	11,127	3,008	29,317
Loss Before Other Items	(299,411)	(33,530)	(195,418)	(72,417)	(81,451)	(716,603)
Other Items						
Gain on foreign exchange	0	0	7,042	0	0	7,042
Option fee	0	0	0	0	25,000	25,000
Write-down of leasehold improvements	0	0	(5,127)	0	0	(5,127)
Net Loss for Period	(299,411)	(33,530)	(193,503)	(72,417)	(56,451)	(689,688)
Deficit, Beginning of Period	(390,277)	(196,774)	(196,774)	(124,357)	(67,906)	0
Deficit, End of Period	$ (689,688)	$ (230,304)	$ (390,277)	$ (196,774)	$ (124,357)	$ (689,688)
Basic and Diluted Loss Per Share	$ (0.10)	$ (0.01)	$ (0.03)	$ (0.01)	$ (0.01)	
Weighted Average Number of Shares Outstanding	6,950,013	5,139,044	5,637,442	5,000,000	5,000,000	

See notes to financial statements.

IMMUNO RESEARCH INC.
(A Development Stage Company)
Statements of Cash Flows

	Six-Month Period Ended July 31,		Years Ended January 31,			Period from January 15, 2001 (inception) through July 31,
	2005	2004	2005	2004	2003	2005
	(unaudited)	(unaudited)				(unaudited)
Operating Activities						
Net loss	$ (299,411)	$ (33,530)	$ (193,503)	$ (72,417)	$ (56,451)	$ (689,688)
Items not involving cash						
Stock-based compensation	272,232	0	82,100	0	0	354,332
Write-down of leasehold improvements	0	0	5,127	0	0	5,127
Amortization	4,624	5,564	10,558	11,127	3,008	23,049
Operating Cash Flow	(22,555)	(27,966)	(95,718)	(61,290)	(53,443)	(307,912)
Changes in Non-Cash Working Capital						
Accounts receivable	(2,823)	(6,064)	(945)	11,076	8,318	(10,157)
Prepaid expenses	(99,698)	(68,850)	(115,959)	0	(9,648)	(215,657)
Accounts payable and accrued liabilities	0 65,345	(43,144)	175,663	109,225	144,916	600,759
	(37,176)	(118,058)	58,759	120,301	143,586	374,945
Cash Provided by (Used in) Operating Activities	(59,731)	(146,024)	(36,959)	59,011	90,143	67,765
Investing Activities						
Acquisition of property and equipment	(10,909)	0	0	0	(45,637)	(60,278)
Acquisition of deferred development costs, net of investment tax credits received	(63,816)	(55,644)	(107,248)	(64,042)	(109,992)	(480,788)
Cash Used in Investing Activities	(74,725)	(55,644)	(107,248)	(64,042)	(155,629)	(541,066)
Financing Activities						
Loan payable	0	0	64,790	0	45,000	70,000
Shareholders' loans	2,072	218,099	0	0	25,105	192,202
Shares issued for cash	0	0	219,360	0	0	219,370
Cash Provided by Financing Activities	2,072	218,099	284,150	0	70,105	481,572
Inflow (Outflow) of Cash	(132,384)	16,431	139,943	(5,031)	4,619	8,271
Cash, Beginning of Period	140,655	712	712	5,743	1,124	0
Cash, End of Period	$ 8,271	$ 17,143	$ 140,655	$ 712	$ 5,743	$ 8,271
Supplemental Information						
Interest paid	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Taxes paid	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Non-Monetary Transaction						
Forgiveness of accounts payable (note 10(e))	$ 0	$ 0	$ 0	$ 52,526	$ 0	$ 391,690
Shares issued (non-cash)	$ 0	$313,064	$ 339,164	$ 0	$ 0	$ 509,164

See notes to financial statements.

1. NATURE OF BUSINESS

Immuno Research Inc. (the "Company") was incorporated on January 15, 2001 under the provisions of the Company Act of British Columbia. To date, operations consist mostly of organization and research of the extraction of immunoglobulin ("IgG") from bovine whey. No revenues from these activities have been generated to date.

2. GOING-CONCERN

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles on a going-concern basis. This presumes funds will be available to finance on-going development, operations and capital expenditures, and the realization of assets and the payment of liabilities in the normal course of operations for the foreseeable future.

The Company has minimal capital resources presently available to meet obligations, which normally can be expected to be incurred by similar companies, and from July 31, 2005 (unaudited) has an accumulated deficit of $689,688 (January 31, 2005 - $390,277; January 31, 2004 - $196,774; January 31, 2003 - $124,357) and a working capital deficit of $196,186 (January 31, 2005 - $98,906; January 31, 2004 - $470,464; January 31, 2003 - $305,510). These factors raise substantial doubt about the Company's ability to continue as a going-concern, which is dependent on its ability to obtain and maintain an appropriate level of financing on a timely basis and to achieve sufficient cash flows to cover obligations and expenses. The outcome of these matters cannot be predicted. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going-concern.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Amortization

Amortization of property and equipment is calculated on a straight-line basis at the following annual rates:

Leasehold improvements	- 20%
Equipment	- 20%

(b) Intangibles

Effective February 2002, the Company adopted the recommendation of the Canadian Institute of Chartered Accountants ("CICA") of accounting for intangible assets that are recorded at cost. The intangible assets are tested annually for impairment and will be written down when management believes there is an impairment of value.

(c) Research and development costs

Research costs are expensed as incurred. Development costs are also expensed unless, in management's view, they meet specific criteria related to technical, market and financial feasibility, in which case they are deferred and amortized. Amortization is then calculated on a straight-line basis over the expected period of recovery from related future revenues. These costs are reviewed on an annual basis, and if there is found to be an impairment in value, any unamortized balance will be written off as a charge to operations.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided against future tax assets when it is more likely than not that the tax asset will not be utilized.

(e) Stock-based compensation plans

Effective February 2003, the Company adopted the CICA's amended recommendation in accounting for its stock option plans. Options granted to employees and non-employees are accounted for using the fair value method where compensation expense is calculated using the Black-Scholes options pricing model. The resultant compensation expense is recognized as an expense of the current period with a corresponding entry to contributed surplus. As permitted by this recommendation, this treatment has been applied prospectively.

(f) Loss per share

Loss per share is calculated based on the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings per share. However, diluted loss per share has not been calculated as the potential exercise of warrants outstanding would be anti-dilutive.

(g) Foreign currency translation

Amounts recorded in foreign currency are translated into Canadian dollars as follows:

(i) Monetary assets and liabilities, at the rate of exchange in effect as at the balance sheet date;

(ii) Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and

(iii) Interest income and expenses (excluding amortization, which is translated at the same rate as the related asset), at the average rate of exchange for the period.

Gains and losses arising from this translation of foreign currency are included in net income.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Use of estimates

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

4. FINANCIAL INSTRUMENTS

(a) Fair value

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities, loan payable and amounts due to shareholders approximate their fair values because of the short maturity of these financial instruments.

(b) Interest rate risk

The Company is not exposed to significant interest rate price risk due to the short-term maturity of its monetary assets and liabilities.

(c) Credit risk

The Company's financial instruments exposed to credit risk consist primarily of cash, accounts receivable and investment tax credits receivable. This risk is minimized as cash is placed with a major financial institution and accounts receivable and investment tax credits receivable are due from Canada Revenue Agency.

(d) Currency risk

The Company is exposed to foreign currency risk with respect to a US $50,000 shareholder loan as described in note 8, the value of which in Canadian dollars will fluctuate from time to time with fluctuations in the rate of foreign exchange. The Company has no significant expenditures in a foreign currency and does not maintain any significant balances of cash in foreign currencies.

5. PROPERTY AND EQUIPMENT

	July 31, 2005		
	Cost	Accumulated Amortization	Net
		(unaudited)	
Equipment and office furniture	$ 55,151	$ 23,049	$ 32,102

5. PROPERTY AND EQUIPMENT (Continued)

	January 31, 2005		
	Cost	Accumulated Amortization	Net
Equipment	$ 44,242	$ 18,425	$ 25,817

	January 31, 2004		
	Cost	Accumulated Amortization	Net
Leasehold improvements	$ 11,395	$ 4,558	$ 6,837
Equipment	44,242	9,577	34,665
	$ 55,637	$ 14,135	$ 41,502

	January 31, 2003		
	Cost	Accumulated Amortization	Net
Leasehold improvements	$ 11,395	$ 2,279	$ 9,116
Equipment	44,242	729	43,513
	$ 55,637	$ 3,008	$ 52,629

6. DEFERRED DEVELOPMENT COSTS

Balance, January 31, 2002	$	249,042
Total deferred development expenditures for 2003		205,460
Government grants		(155,968)
Net expenditures for 2003		49,492
Balance, January 31, 2003		298,534
Total deferred development expenditures for 2004		113,593
Forgiveness of accounts payable (note 10(e))		(50,791)
Adjustment for government grants not received (note 12(a))		48,465
Government grant received		(7,603)
Net expenditures for 2004		103,664
Balance, January 31, 2004		402,198
Total deferred development expenditures for 2005		107,248
Services rendered in return for shares (note 9(b))		6,000
Government grants		(22,000)
Net expenditures for 2004		91,248
Balance, January 31, 2005		493,446
Total deferred development expenditures for the six months ended July 31, 2005 (unaudited)		63,816
Balance, July 31, 2005 (unaudited)	$	557,262

6. DEFERRED DEVELOPMENT COSTS (Continued)

Deferred development costs consist of the costs associated with the acquisition and development of a cost-effective and environmentally friendly process to extract immunoglobulin antibodies from bovine whey, which is the residual liquid left over in the cheese-making process. Operations commenced in 2001 when the Company acquired certain assets from a significant shareholder including protocols and procedures manuals and other intellectual property relating to the extraction of immunoglobulin. The total cost assigned to these assets was $160,000 (the Company also purchased certain leasehold improvements for $10,000). As consideration for these assets, the Company issued 2,450,000 common shares as described in note 9.

In November 2001, the Company began focusing on an extraction process called Expanded Bed Absorption ("EBA") and since that time, the Company's deferred development expenditures are related to finding the optimum parameters that will enable the Company to extract IgG using the EBA process. Since that time, the Company has developed a proprietary (but unpatented) process to extract, concentrate, and spray-dry certain glycoprotein IgG extracted from bovine whey.

7. REALIZATION OF ASSETS

The deferred development costs comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the ability of the Company to obtain the necessary financing to produce, market and distribute a viable product derived from the process of the extraction of IgG from bovine whey, the attainment of future profitable production, or the disposal of these assets for proceeds in excess of their carrying values.

8. DUE TO SHAREHOLDERS

The amounts due to various shareholders of the Company bear no interest, are without specific terms of repayment and are unsecured, except the amount as noted below.

On July 31, 2004, a major shareholder of the Company agreed to lend the Company US $50,000 (Cdn $69,041). The loan bears interest at a rate of 6% per annum, simple interest payable on the due date. The loan is due and payable 15 days after closing or cancellation of the Company's planned public offering. The Company may, at any time prior to the due date above, repay the principal either in whole or in part without penalty. At the due date, if the loan has not been repaid in full, the loan shall be converted into such number of common shares of the Company to provide the lender with 51% ownership of the Company on a fully diluted basis at the date of conversion. The lender also received warrants to purchase 500,000 common shares of the Company at a price of $0.30 per share valid for a period of two and one-half years from the date of issuance as described in note 9.

Certain terms of this note have been amended effective July 22, 2005. The 500,000 share purchase warrants granted to the shareholder (and detailed in note 9(c)) have been extended, and now expire June 30, 2007. Further, the Company has agreed to repay the loan commencing December 1, 2005 in 24 equal monthly instalments of US $2,208 per month. If the Company's shares are not listed on a Canadian stock exchange by January 31, 2006, the loan shall be converted into such number of common shares of the Company to provide the lender with 51% ownership of the Company on a fully diluted basis.

9. CAPITAL STOCK

(a) Authorized

Unlimited number of common shares without par value

(b) Issued and outstanding

	Number of Shares	Amount
Balance, January 31, 2004, 2003 and 2002	5,000,000	$ 170,010
Issued		
For settlement of amounts due to shareholders (note 10)	810,213	243,064
For settlement of loan payable	250,000	70,000
For settlement of accounts payable	67,000	20,100
For deferred development costs	20,000	6,000
Private placements	767,000	230,100
Broker commissions	35,800	(10,740)
Balance, January 31, 2005 and July 31, 2005 (unaudited)	6,950,013	$ 728,534

During the year ended January 31, 2002, the Company entered into an agreement to issue 2,450,000 common shares without par value in exchange for $10,000 of leasehold improvements, $10,000 for protocols and procedures manuals related to electrophoresis, and $150,000 of intellectual property to be used in the production of immunoglobulin and broad and specific spectrum IgG from bovine whey (note 10). In addition, the Company also issued 2,550,000 common shares without par value for total proceeds of $10.

Effective June 10, 2004, the Company resolved to eliminate both the Class “B” non-voting shares without par value and the non-voting preferred shares with a par value of $100 each. No Class “B” non-voting shares or non-voting preferred shares were ever issued. The Company also resolved to increase the number of Class “A” voting common shares without par value from 1,000 to an unlimited number of common shares. The identifying name of the Class “A” voting shares without par value were altered to common shares without par value. Further, the Company altered the share structure through a stock split of all authorized, issued and fully paid Class “A” voting shares without par value on the basis of 5,000 common shares for each Class “A” voting common share without par value. These changes have been retroactively adjusted in these financial statements.

On June 14, 2004, the Company agreed to settle the $70,000 loan payable to Microtec Corp. (“Microtec”), as described in note 12(b), by issuing 250,000 common shares of the Company at a deemed price of $0.28 per share in full settlement of the debt. On July 7, 2004, the Company issued to shareholders an aggregate of 810,213 common shares in settlement of $243,064 in shareholder loans outstanding as at January 31, 2004 (note 10(f)).

9. CAPITAL STOCK (Continued)

(b) Issued and outstanding (Continued)

On December 16, 2004 and January 6, 2005, the Company completed two private placements of 699,000 and 155,000 common shares, respectively, at $0.30 per common share. In consideration for the broker agreeing to find subscribers for the Company, the broker received a commission (50% cash and 50% common shares) equal to 10% of the number of shares sold.

During the year ended January 31, 2005, the Company issued 35,800 common shares of the Company at a deemed price of $0.30 per share in consideration for a finder's fee for the private placements.

During the year ended January 31, 2005, the Company issued 87,000 common shares of the Company at a deemed price of $26,100 for legal and development services.

The Company adopted a stock option plan dated April 26, 2005 and granted 760,000 stock options to officers, employees and consultants of the Company at an exercise price of $0.50 per share. These options expire five years from the date the Company's shares are listed on the TSX Venture Exchange.

(c) Share purchase warrants outstanding are as follows:

		July 31,	January 31,		
Expiry Date	Price	2005	2005	2004	2003
		(unaudited)			
October 31, 2006	$ 0.30	500,000	500,000	0	0

(d) Stock options outstanding are as follows:

		July 31,	January 31,		
Expiry Date	Price	2005	2005	2004	2003
		(unaudited)			
February 9, 2010	$ 0.50	760,000	0	0	0

9. CAPITAL STOCK (Continued)

(e) Stock-based compensation

An expense of $272,232 was recorded in the financial statements of the Company for the six months ended July 31, 2005 (unaudited) on account of stock options granted (January 31, 2005 - $82,100 on issue of warrants (note 8)) as stock-based compensation and the offset was credited to contributed surplus.

The following assumptions were used for the Black-Scholes options pricing model valuation of options and warrants granted:

	July 31, 2005	January 31, 2005	2004	2003
	(unaudited)			
Expected life (years)	5.0	2.5	0	0
Interest rate	4.00%	4.00%	0.00%	0.00%
Volatility	90.0%	90.00%	0.00%	0.00%
Dividend yield	0.00%	0.00%	0.00%	0.00%

10. RELATED PARTY TRANSACTIONS

(a) At July 31, 2005 (unaudited), accounts payable and accrued liabilities included $197,475 (January 31, 2005 - $197,475; 2004 - $211,941; 2003 - $157,866) due to officers and directors and companies controlled by officers and directors for development and consulting activities.

(b) During the six-month period ended July 31, 2005 (unaudited), the Company was charged development costs (included in deferred development costs) of $26,000 (year ended January 31, 2005 - $75,000) by a company controlled by officers and directors. The Company was also charged consulting fees during the Six-month period ended July 31, 2005 (unaudited) of $12,000 (year ended January 31, 2005 - $33,500) by a company controlled by officers and directors of the Company.

(c) During the six-month period ended July 31, 2005 (unaudited), the Company paid $1,000 to a director of the Company for used office furniture.

(d) During the year ended January 31, 2005, the Company was charged development costs (included in deferred development costs) of $6,000 by JR Laboratories Inc. (“JR Labs”) a company related by common directors. At July 31, 2005 (unaudited) and January 31, 2005, included in accounts payable is $36,380 due to JR Labs.

(e) During the year ended January 31, 2004, two directors and their related companies agreed to forgive a total of $50,791 of the Company’s accounts payable.

10. RELATED PARTY TRANSACTIONS (Continued)

(f) On June 14, 2004, the Company agreed to settle the $70,000 loan payable to Microtec, as described in note 12(b), by issuing 250,000 common shares of the Company at a deemed price of $0.28 per share in full settlement of the debt. On July 7, 2004, the Company issued to shareholders an aggregate of 810,213 common shares at a deemed price of $0.30 per share in settlement of $243,064 in shareholder loans outstanding as at January 31, 2004.

(g) During the year ended January 31, 2002, the Company acquired assets from JR Labs, a major shareholder of the Company, totalling $170,000 for 2,450,000 common shares (note 9).

11. INCOME TAXES

	Years Ended January 31,		
	2005	**2004**	**2003**
Non-capital losses carried forward	$ 182,200	$ 94,200	$ 136,000
Excess of net book value of deferred development costs over pool of deductible SR&ED	(12,142)	0	0
Excess of net book value of property and equipment over undepreciated capital cost	(13,748)	(29,433)	(40,560)
	156,310	64,767	95,440
Approximate tax rate	35.60%	38.00%	18.00%
	55,646	24,611	17,179
Valuation allowance	(55,646)	(24,611)	(17,179)
	$ 0	$ 0	$ 0

The valuation allowance reflects the Company's estimate that the tax assets more likely than not will not be realized.

The non-capital losses that may be carried forward to apply against future years' income for Canadian income tax purposes will expire as follows:

2009	$ 33,600
2010	25,400
2011	35,200
2015	88,000
	$ 182,200

12. SIGNIFICANT EVENTS

(a) During the year ended January 31, 2004, the Company's investment tax credit claim was reviewed and reassessed by Canada Revenue Agency and certain of the expenses claimed by the Company as tax credits were disallowed. As a result of the assessment performed, the Company has reversed $48,465 of the investment tax credits recorded in the prior year.

(b) During the year ended January 31, 2004, the Company proposed to enter an agreement with Microtec, a TSX Venture Exchange listed company, whereby the Company would:

(i) subdivide its currently issued and outstanding capital stock into 1,771,550 common shares without par value;

(ii) issue 93,329 common shares to its resin supplier as partial consideration for the grant of an inclusive license to use a proprietary resin for the extraction of IgG from bovine whey;

(iii) grant an option to Microtec to acquire up to 1,628,571 common shares at a price of $0.35 per share for total consideration of $570,000 (of which $70,000 has been received and included as a loan payable). For granting this option, a $25,000 non-refundable option fee has been received in advance during 2003 and charged as income to operations. A further 162,858 common shares will be issued to a private Company as a finder's fee; and

(iv) complete an initial public offering of its shares to be listed for trading on the TSX Venture Exchange.

During the year ended January 31, 2004, Microtec was unable to raise the necessary funding to complete the option, thereby rendering any agreement between the two companies invalid. Accordingly, the Company is not obligated to issue any shares to any of the companies indicated above.

(c) On July 15, 2004, the Company entered into a letter of understanding with Diverse By-Products Ltd. ("Diverse") whereby Diverse will supply the Company with bovine whey, the raw material used to extract IgG.

At the time of signing the letter of understanding, the price to be paid had not been determined as the price was dependent on certain conditions.

(d) On November 1, 2004, the Company entered into an agreement with Lakota Research International Inc. ("Lakota") whereby Lakota has agreed to purchase 600 kilograms of IgG produced by the Company per month at a price of $220 per kilogram plus applicable surcharges not to exceed $30 per kilogram. This agreement is effective for a period of five years.

(e) The Company entered into a technology and license agreement dated April 27, 2005 with a European resin supplier who has invented a technology related to the use of EBA, EBA resins and columns, collectively (the "Technology") for the production and isolation of IgG from raw material. The resin supplier produces and sells EBA resins and is the proprietor of the rights to the Technology.

12. SIGNIFICANT EVENTS (Continued)

The resin supplier has granted the Company a non-exclusive license to use the Technology. Further, the resin supplier will supply the Company with EBA resin necessary for the production and isolation of IgG using the Technology. Under the terms of the agreement, the Company is committed to pay minimum annual license fees of Eur 144,000 ($233,250 Cdn). Payments will commence in the fourth calendar quarter of 2005.

13. COMMITMENTS

In 2001, the Company entered into consulting agreements with two significant shareholders and two companies owned by officers of the Company, whereby the Company agreed to pay consulting fees totaling $12,000 per month to the four parties, expiring on December 31, 2006. The agreements also include provisions for a commission equal to 1.25% of gross sales of the Company. During the year ended January 31, 2004, the two significant shareholders cancelled their consulting agreements.

On July 1, 2004, the Company amended the consulting agreements with the two companies controlled by officers of the Company, whereby the Company will pay consulting fees totalling $8,000 per month expiring June 30, 2009. Each agreement also includes a provision for a commission on gross sales of the Company equal to 1.5% of gross sales. In the event the contract is terminated by the Company without cause, the consultant will receive a severance compensation payment calculated by multiplying the monthly fee for consulting services by the number of months remaining in the term of the contract as at the date of termination, up to a maximum of 12 months.

The Company has no sales and has paid no commission to date.

The Company and Diverse have entered into a lease agreement as co-lessees with Amerasia Industries Inc. to lease premises for the purposes of production. The leased premises are located at 31543 King Road, Abbotsford, BC, and were effective May 1, 2005 and will expire March 31, 2012.

Under the terms of the lease, the Company and Diverse are committed to annual lease payments of approximately $43,200 plus operating costs for each of the first three years, $45,600 plus operating costs for each of the fourth and fifth years and $48,000 plus operating costs for the final two years.

14. SUBSEQUENT EVENTS

(a) The requisite regulating authorities approved a prospectus and all other documents relating to the distribution of a minimum of 4,000,000 and a maximum of 8,000,000 units to be issued by the Company at a price of $0.50 per unit. Each unit will consist of one common share of the Company and one-half of one non-transferable share purchase warrant, each whole warrant entitling the holder to acquire one additional common share of the Company for a period of two years from the date of issue of the warrant at a price of $0.75 per share.

14. SUBSEQUENT EVENTS (Continued)

(a) (Continued)

The Company will pay an agent commission of 10% of the gross proceeds of the offering. In addition, the agent will be granted, for no additional consideration, a broker's share purchase warrant entitling the agent to purchase common shares equal to 10% of the number of units sold under the offering, each warrant entitles the holder to acquire one additional share of the Company for a period of two years from the date of issue of the warrant at a price of $0.50 per share. The agent will also receive $25,000 in connection with the services provided for this offering.

The agent will be entitled to an over-allotment option to purchase up to an additional 15% of the number of units sold on the closing of the offering on the same terms as described for the offering. This option is exercisable on or before the closing of the offering. In the event the Agent exercises the over-allotment option in full, and assuming the maximum offering, proceeds from the over-allotment option will be $600,000 less 10% for the agent's commissions.

The above offering was not completed on time in accordance with the applicable securities laws, and accordingly, the Company has filed a preliminary prospectus reducing the offering to a minimum of 2,400,000 units and a maximum of 4,000,000 units. In the event the Agent exercises the over-allotment option in full, and assuming the maximum offering, proceeds from the over-allotment option will be $300,000 less 10% for the agent's commissions. All other terms as discussed above remain unchanged.

(b) The Company and Diverse entered into a letter of understanding whereby Diverse agrees to supply and deliver bovine whey to the Company for the purpose of extraction of IgG. The Company must return the residual whey to Diverse and the residual whey must meet minimum quality standards. The agreement expires August 19, 2008 and can be renewed on an annual basis thereafter.

(c) Subsequent to July 31, 2005, the Company has been advised that the Company's name may be confusingly similar to certain trademarks and trade names registered by an arm's length Canadian company. There are no claims or allegations respecting the Company's products or extraction process. In management's opinion, the claims have no merit and do not pose any material financial risk.

CONSENT OF AUDITORS OF THE COMPANY

To: The Directors of Immuno Research Inc.

We have read the Prospectus dated October 13, 2005 of Immuno Research Inc. (the "Company") relating to the Offering of a minimum of 2,400,000 Units and a maximum of 4,000,000 Units of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents. We consent to the use in the above-mentioned Prospectus of our auditors' report to the directors of the Company on the balance sheets of the Company as at January 31, 2005, 2004 and 2003 and the statements of operations and deficit and cash flows for the years ended January 31, 2005, 2004, and 2003. Our report is dated April 28, 2005, except as to Note 14 which is as of October 13, 2005.

Vancouver, British Columbia

October 13, 2005

"Smythe Ratcliffe" (signed)
Chartered Accountants

CERTIFICATE OF THE COMPANY

Dated: October 13, 2005

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 9 of the *Securities Act* (British Columbia) Part 9 of the *Securities Act* (Alberta) and the respective regulations thereunder.

"John Mason"
John Mason
President and Chief Executive Officer

"Steven Pettigrew"
Steven Pettigrew
Secretary and Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Gary Saik"
Gary Saik
Director

"Jimmy Chang"
Jimmy Chang
Director

ON BEHALF OF THE PROMOTERS

"John Mason"
John Mason

"Jimmy Chang"
Jimmy Chang

"Ray Cheung"
Ray Cheung

"Steven Pettigrew"
Steven Pettigrew

CERTIFICATE OF THE AGENT

Dated: October 13, 2005

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 9 of the *Securities Act* (British Columbia), Part 9 of the *Securities Act* (Alberta) and the respective regulations thereunder.

Raymond James Ltd.

"John M. Murphy"

John M. Murphy
Managing Director