

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Therma Bright Inc.  
#132 – 1173 Dundas Street East  
Toronto, ON M4M 3P1

**Item 2. Date of Material Change**

December 24, 2020.

**Item 3. News Release**

A News Release dated and issued December 24, 2020, at Toronto, Ontario, through Newsfile Corp. and SEDAR.

**Item 4. Summary of Material Change**

Therma Bright Signs IR Agreement with Barwicki Investor Relations, Adds \$300,000 to Treasury Through Exercise of Warrants and Options; and Grants Options

**Item 5. Full Description of Material Change**

See news release, a copy of which is attached hereto.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

Rob Fia, President & CEO  
Telephone: 416.722.4994

**Item 9. Date of Report**

December 24, 2020

## **Therma Bright Signs IR Agreement with Barwicki Investor Relations, Adds \$300,000 to Treasury Through Exercise of Warrants and Options; and Grants Options**

Toronto, Ontario--(December 24, 2020) – Therma Bright Inc. (TSXV: THRM) ("Therma" or the "Company"), a progressive medical device technology company, announces that it has engaged Barwicki Investor Relations to provide investor relations services to the Company. Founded by Andrew Barwicki in 2006, Barwicki Investor Relations is a full service investor relations firm representing publicly traded companies and pre-IPO companies. Andrew Barwicki has 25+ years experience in finance, investor relations, investment banking and marketing. Mr. Barwicki worked in numerous industries and represented public companies in various sectors, including consumer products, regional and national banks, gold, silver and copper exploration and mining companies, entertainment, media, advertising, technology, distribution/logistics, biotech/pharmaceutical, energy/oil drilling and financial services. Pursuant to the terms of its agreement with Barwicki Investor Relations, the Company will pay \$3,000 per month. The agreement is a month-to-month contract and may be terminated at any time upon written notice.

Therma Bright is also pleased to announce that in the past two weeks, investors have exercised a total of 1,999,999 warrants and options to add \$300,000 to the Company's treasury. Included in this sum is 1,200,000 warrants (\$175,000) exercised by directors and officers of the Company. These funds will be used for general working.

The Company also announces that pursuant to the Company's 10% rolling stock option plan and in compliance with the policies of the TSX Venture Exchange, it has granted incentive stock options to consultants of the Company to purchase up to an aggregate of 450,000 common shares of the Company. These options are exercisable for a period of 5 years at a price of \$0.22 per share.

### **About Therma Bright Inc.**

Therma Bright is a progressive medical device technology company focused on providing consumers and medical professionals with quality medical devices that address their medical and healthcare needs. The Company's initial breakthrough proprietary technology delivers effective, non-invasive and pain-free skincare. Therma Bright received a Class II medical device status from the FDA for its platform technology that is indicated for the relief of the pain, itch, and inflammation of a variety of insect bites or stings. The Company received clearance for the above claims from the US FDA in 1997.

Therma Bright Inc. trades on the TSXV: THRM, OTCMARKETS:THRBF, FRA:JNX. For more information visit: [www.thermabright.com](http://www.thermabright.com) and [www.coldsore.com](http://www.coldsore.com)

For further information, please contact:

**Therma Bright Inc.**

Rob Fia, CEO

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## **FORWARD LOOKING STATEMENTS**

Certain statements in this news release constitute "forward-looking" statements. These statements relate to future events such as development and commercialization of a rapid COVID-19 viral assay and related instrumentation, manufacturing PPE and hand sanitizers and applying for government grants to support the Company's future performance, as described in the news release. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. **Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.**

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.***

*This press release is not an offer of the securities for sale in the United States. The securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.*