THERMA BRIGHT INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JULY 31, 2021

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Therma Bright Inc. (the "Company" or "Therma Bright") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended July 31, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended July 31, 2021 and 2020 together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended July 31, 2021 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 29, 2021 unless otherwise indicated.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Therma Bright's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com** and on the Company's website at **www.thermabright.com**.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
For fiscal 2021 the Company's operating expenses are estimated to be $25,000 per month for recurring corporate operating costs	The Company has anticipated all material costs; the operating activities of the Company for the twelve-month period ending July, 31 2022, and the costs associated therewith, will be consistent with the Company's current expectations.	Unforeseen costs to the Company will arise; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions ongoing uncertainties relating to the COVID-19 virus.
The Company will be required to raise additional capital in order to meet its ongoing operating expenses and complete its planned research and development on all of its current devices for the twelve-month period ending July 31, 2022	The research and development activities of the Company for the twelve-month period ending July, 31, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Therma Bright.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in cost of research and development; regulatory and governmental compliance and regulation; interest rate and exchange rate fluctuations; changes in economic conditions ongoing uncertainties relating to the COVID-19 virus.
The Company's ability to obtain and protect the Company's intellectual property rights and not infringe on the intellectual property rights of others.	Patents and other intellectual property rights will be obtained for viable device manufactures; patents and other intellectual property rights obtained will not infringe on others.	Therma Bright will not be able to obtain appropriate patents and other intellectual property rights for viable pain relieve devices; patents and other intellectual property rights obtained will be contested by third parties; no proof that acquiring a patent will make the product more competitive.
The Company's ability to source markets which have demand for its products and successfully supply those markets in order to generate sales.	The segment of the market for the Company's products and /or potential products, as well as technologies, will continue to exist and expand. The Company's products will be commercially viable, and it will successfully compete with other thermal therapy technology devices.	The anticipated market for the Company's products and /or potential products, as well as technologies, will not continue to exist and expand for a variety of reasons, including competition from other products and the degree of commercial viability of the potential product.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Therma Bright's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Therma Bright's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Therma Bright Inc. is a publicly traded company graduated to TSXV from the NEX and changed its name from The Jenex Corporation to Therma Bright Inc. as part of re-branding and is trading under the symbol THRM.V. The Company is focused on a variety of products in the medical and healthcare space including rapid COVID testing products, medical devices for pain management, devices to improve circulation and devices for the cosmeceutical industry. The Company holds patents pending and the trademarks for Therozap™ and the trademark InterceptCS™ along with regulatory approvals for its breakthrough thermal therapy technology. The Company's cosmeceutical technology uses heat and light energy to deliver effective, topical, pain free skin care.

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.

Moet recently the Company entered the rapid COVID testing market with its AcuVid™ COVID-19 Rapid Antigen Saliva Test which is in the clinical testing phase of development.

Outlook and Overall Performance

On August 6, 2020, the Company completed the closing of its non-brokered private placement and has issued 16,666,667 units for gross proceeds of $1,250,000. No finder's fee was paid in conjunction with the private placement.

On August 13, 2020, the Company completed its Phase 1 due diligence on Orpheus Medica's ("Orpheus") platform technology and plan for the development of a rapid saliva test (CoviSafe™) for the detection of the virus (SARS-CoV-2) causing COVID-19. CoviSafe™ will integrate Orpheus' novel biologics and advanced computational platforms, coupled with third party device technology, to develop a reliable palm-sized rapid test for screening of COVID-19 virus in saliva.

Therma will provide funding for the project in phases ("Phase" or "Phases") contingent upon achieving certain corporate and scientific milestones. Therma will provide medical device expertise to help accelerate the development of the CoviSafe™ screening test to address the ongoing pandemic. The Initial Phase 1

milestones have been met and Therma has issued to Orpheus 1,000,000 Therma common shares and 1,000,000 warrants exercisable at $0.05 per share with a 5-year expiry.

CoviSafe™ is intended to have unique features such as high sensitivity, accuracy and specificity while delivering results in less than 20 minutes. Orpheus has substantial experience developing biological based rapid tests, including THC drug screening test in saliva for roadside testing and workplace safety. The design and development plan of CoviSafe™ is underway and Therma and Orpheus expect to deliver a solution quickly to the Canadian and global market

On August 20, 2020, the Company announced has the satisfactory completion of its due diligence and intends to acquire Benepod® pain relief technology and other related medical device technology and intellectual property from Saringer Life Science Technologies Inc. ("Saringer").

On August 26, 2020, the Company closed the transaction to acquire Benepod® pain relief technology and other innovative medical device technology from Saringer in an all cash transaction for $425,000. The transaction includes the acquisition of products including BenePod® for chronic pain relief; ICEOtherm® for minor aches and pain in the hands, elbows and feet; and Venowave® to increase blood circulation in the legs. In addition, in conjunction with closing this transaction, Therma has hired key personnel and acquired all inventory, tooling, customer lists, online domains, technical files, quality management systems and intellectual property such as patents and trademarks owned by Saringer. and other related companies associated with Saringer.

Part of the acquisition plans will include a full rebranding exercise, an e-commerce website and social media strategy. Therma has engaged with New York based boutique brand consultancy SCG Creative to lead positioning, drive messaging, increase exposure and deliver brand value.

On August 27, 2020, the Company announced that it has signed a co-development definitive agreement with Orpheus. This agreement will allow Therma access to Orpheus' novel biological platform and the joint development of a rapid saliva test for the screening and detection of the virus (SARS-CoV- 2) causing COVID-19. Under this agreement, Therma will provide funding for the project in phases ("Phase" or "Phases") as certain developmental milestones are achieved, Therma will commit up to $300,000 for Phase 1 which will focus on the identification of anti-COVID-19 poly-peptides to be utilized in the test prototype development stage. Therma and Orpheus expect Phase 1 to take approximately 45 days to complete.

On September 1, 2020, the Company announced as previously released, the **TherOZap**® technology proved successful at inhibiting the Zika virus during in-vitro tests. Based on this, along with researcher feedback, Therma will move ahead with further testing on the **TherOZap®** technology against the Dengue virus to be conducted by a top virology research lab in Canada. According to the World Health Organization: "Dengue affects a much larger percentage of the world population with about half of the world's population now at risk. Dengue is found in tropical and subtropical climates around the world, mostly in urban and semi-urban areas. Severe Dengue is a leading cause of serious illness and death among children in some Asian and Latin American countries."

Therma also reported that it has initiated a redesign for its **Intercept*CS*™** product, the Company's thermal therapy device approved in Canada as a Class II medical device with the claim: "For the prevention and relief of the symptoms of herpes labialis (cold sores)." The **Intercept*CS*™** system is a thermal therapy technology that uses timed, measured heat applications to prevent a cold sore. The technology has

advantages for cold sore sufferers as there is no messy cream to apply or expensive, potentially harmful drugs to ingest to treat a cold sore.

On September 3, 2020, the Company announced that its co-development partner, Orpheus has identified a series of polypeptides for the screening and detection of the virus (SARS-CoV-2) causing COVID-19. The research carried out by Orpheus and its academic collaborators has resulted in several high-quality polypeptides that recognize the COVID-19 virus with clear distinction from other coronavirus types such as SARS or MERS. These biological molecules will form the basis of the CoviSafe™ that is being developed to screen and detect the proteins of the virus rather than its genetic material. Therma and Orpheus expect to provide additional test formats where the user can test and differentiate between COVID-19 and seasonal flu symptoms.

On September 15, 2020, the Company and Orpheus announced that Orpheus has identified a series of polypeptides for the screening and detection of the virus (SARS-CoV-2) causing COVID-19. These polypeptides, and others, are being synthesized and when produced will be evaluated in a series of feasibility studies for the selection of the optimal candidates to ensure the best sensitivity and specificity for the SARS-CoV-2 virus. Once the optimal candidates are identified, these polypeptides will be used for testing CoviSafe™ in patient samples.

Orpheus and Therma have also entered into an agreement with a developer and manufacturer of rapid diagnostic tests to perform the feasibility studies with a short list of optimal polypeptides to be provided by Orpheus. The prototype diagnostic or screening test will then be optimized incorporating the polypeptides that exhibit the best performance in terms of sensitivity and specificity as a prototype CoviSafe™ device.

On October 8, 2020, the Company and Orpheus announced the recent award of a Mitacs Elevate research internship program. The project proposal has been peer-reviewed and approved in late September for matching funds for a Postdoctoral Fellowship.

On October 21, 2020, the Company and Orpheus announced the successful completion of the initial feasibility studies with its polypeptide detection candidates for CoviSafe™. Therma & Orpheus announced the engagement of nanoComposix Inc. ("nanoComposix") to complete the development of CoviSafe™. NanoComposix is uniquely positioned to begin final development of CoviSafe™ and to assist Therma & Orpheus with defining optimal reagents and chemistries necessary to make CoviSafe™ an ultrasensitive, rapid, saliva-based, point of care lateral flow test for SARS-CoV-2.

On November 4, 2020, the Company announced that it has created a new venture, called Torion Biosciences Inc. ("Torion") with a mandate to develop, license and commercialize a rapid antigen test for screening of both symptomatic and asymptomatic individuals, infected or suspected of being infected with the COVID-19 virus. Therma will control 50% of Torion with the remaining 50% controlled by others including a number of veteran biotech executives as the primary shareholders of Torion.

Therma has terminated its co-development agreement with Orpheus Medica, and key personnel from Orpheus will be consulted by Torion as required. Torion is currently in late-stage discussions to acquire a series of biological candidates as primary reagents for CoviSafe™. These molecules have demonstrated excellent sensitivity and specificity in initial feasibility studies. CoviSafe™ will be advanced into patient sample validation followed by prospective clinical studies with the newly acquired biological molecules.

On December 7, 2020, the Company announced the preliminary results achieved during the feasibility studies indicate a test sensitivity of 80% and a specificity of over 90% for Therma's CoviSafe™ rapid test for detecting SARS-CoV-2 in saliva. Therma entered into an agreement with nanoComposix, a developer and manufacturer of rapid diagnostic tests to perform feasibility studies with a short list of polypeptides identified by Therma's strategic partners. Preliminary studies have identified a number of polypeptide pairs that will be tested in the coming weeks in human saliva samples containing the SARS CoV-2 virus.

On January 15, 2021, the Company announced the appointment of Ian Levine to the advisory board to assist with future scaling for the manufacture of CoviSafe™. Mr. Levine's experience in global manufacturing and distribution of regulated healthcare products will be instrumental in the final development of CoviSafe™ and the establishment of Therma Bright's manufacturing, logistics and distribution platforms for CoviSafe™

On January 18, 2021, the Company announced that the most recent results achieved with nanoComposix using banked human saliva samples and utilizing a CoviSafe™ prototype device indicate a test sensitivity of 86% and a specificity of 100% for Therma's CoviSafe™ rapid antigen test for detecting SARS-CoV-2 virus in saliva. The minimum standard for home-use approval of rapid antigen tests is 80% sensitivity with both Health Canada under the Interim Order and the FDA under Emergency Use Authorization ("EUA"). The results achieved exceed the minimum threshold for approval with regulatory agencies.

On January 25, 2021, the Company announced it has taken 100% control of the research and development, regulatory, manufacturing and commercialization of its saliva-based rapid antigen test. In addition, Therma Bright will create a new trademark name for its saliva-based rapid antigen test, temporarily called SCV2, until a new name is protected. The Company subsequently rebranded the product as the AcuVid™ COVID-19 Rapid Antigen Saliva Test.

The Company also announced that it is in advanced discussions with potential testing sites in multiple locations across Canada as well as sites in the United States and the United Kingdom and will assist Therma Bright to achieve regulatory approvals in different jurisdictions such as CE in Europe and FDA and Health Canada approvals for North America. Such regulatory approvals will allow for the roll out of the commercial test for multiple markets in the future.

On February 26, 2021, the Company announced it has entered into an agreement with a COVID-19 testing site located in the Greater Toronto Area to conduct a clinical study with the Company's AcuVid™ COVID-19 Rapid Antigen Saliva Test for detecting SARS-CoV-2 virus in saliva. Due to the high positivity rate in the GTA, the Company expects to achieve the minimum number of positive samples required for regulatory approvals more quickly than other locations that were originally considered.

On March 11, 2021, the Company announced it has submitted an application to an independent Research Ethics Board ("REB") for approval to conduct a clinical study with the Company's AcuVid™ COVID-19 Rapid Antigen Saliva Test for detecting SARS CoV-2 virus in saliva.

On March 18, 2021, the Company announced it has entered into an agreement with Safetest Diagnósticos ("Safetest") of Brazil in partnership with the Federal University of Minas Gerais to conduct a clinical performance study of its AcuVid™ COVID-19 Rapid Antigen Saliva Test. Because of Brazil's increase in its COVID-19 infection rate, recruitment in this clinical performance study will be completed much faster in Brazil because of the high positivity rate.

On March 24, 2021, the Company announced it has entered into business agreement with Ridge Global, to focus on supporting the Company's reach across the United States and Global marketplace business community along with extending policy advisory services in the U.S.

On March 25, 2021, the Company announced it has received IRB approval and subsequently submitted to Health Canada seeking approval to conduct a clinical performance study of its AcuVid™ COVID-19 Rapid Antigen Saliva Test.

On April 19, 2021, the Company announced it has received CE approval certification from an EU competent authority of Belgium for its **AcuVid**™ COVID-19 Rapid Antigen Saliva Test, and has secured a conditional purchase order for 100,000 units through a new global distribution partner, McWilliams. The EU-CE approval enables Therma Bright to distribute throughout 27 member states that make up the European Union.

On April 22, 2021, the Company announced successfully preliminary results with its AcuVid™ COVID-19 Rapid Antigen Saliva Test to detect the SARS-CoV-2 Variants of Concern ("VOC") that are rapidly spreading across Canada and many other countries; specifically, the Brazilian P.1 and P.2 and the UK B.1.1.7 variants. The results were obtained in the performance study currently being conducted in Brazil at the Federal University of Minas Gerais.

The Company has agreed to settle outstanding debt of $100,000 in consideration for which it will issue 200,000 units a deemed price of $0.50 per unit. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the creditor to purchase one common share for at a price of $0.60 and will expire on May 26, 2023.

On April 28, 2021, the Company announced it entered into a has entered into a memorandum of understanding (MOU) agreement with Afero to bring encrypted solution for tracking AcuVid™ COVID-19 Rapid Antigen Saliva Test for point of care, and then at-home testing.

On May 6, 2021, the Company announced that it has entered into a distribution agreement to white label and distribute a 15-minute rapid COVID-19 antibody test for detecting IgG and IgM antibodies against SARS-CoV-2. The new product will be branded Therma Bright's **AcuVid™COVID-19 Rapid Antibody Test**. This pinprick antibody blood test (i.e. serology test) uses a small amount of blood and has a 96.6% sensitivity for detecting antibodies of SARS-CoV-2 in those individuals currently infected with the virus or who have previously been infected, but went undiagnosed or were unaware of their infection. It will also aid in determining antibodies generated by those who have received a COVID-19 vaccine.

On May 21, 2021 the Company announced that it has secured a development and manufacturing partnership with K-One MediTech to bring the Acuvid™ COVID-19 Rapid Antigen Saliva Test Kit to the marketplace. K-One Meditech, an ISO 13485 certified company, is a well-established medical device manufacturer registered with the FDA to supply medical devices and products. Under this Agreement, K-One MediTech will act as the primary manufacturer in Asia to produce the AcuVid™ COVID-19 Rapid Antigen Saliva Test Kits. The term of the agreement will be for a two (2) year period, commencing from the first production batch of the AcuVid™ test kits for the Point-of-Care commercial market.

On June 17, 2021, the Company announced that 63 subjects were enrolled and provided a nasal swab for a RT-PCR test and a saliva sample for the AcuVid™ test. Of the 63, RT-PCR results were received for 56

subjects, with 28 positive and 28 negative results. The RT-PCR results for the other 7 subjects will be received in the coming days. The AcuVid™ test demonstrated a 100% specificity for the RT-PCR negative samples. Of the 28 positive RT-PCR results, the AcuVid™ test had a 100% sensitivity for RT-PCR results with a Ct values below 27.

On June 24, 2021 the Company that it will test the SARS-CoV-2 (COVID-19) Delta variant, first detected in India, with its AcuVid™ Rapid Antigen Saliva Test.

On June 28, 2021, the Company announced, that it has secured an exclusive US distributor, a Nashville, Tennessee based organization, DME Authority for Therma's patented FDA approved **Venowave**, a lightweight Deep Vein Thrombosis (DVT) prophylaxis device.

September 14, 2021, the Company commenced trading on the OTCQB under the symbol "TBRIF" , The Company also announced it successfully completed and submitted additional research and documentation requested by the FDA. Therma Bright has since received an acknowledgement letter from the FDA for the information submitted for the EUA submission. The information has been formally logged into the FDA system and is under review..

November 12, 2021, the Company announced that it will begin its U.S. clinical performance study with the receipt of Institutional Review Board's (IRB) conditional approval. The clinical performance study, per U.S. Food & Drug Administration guidance, will being immediately at three (3) U.S.-based clinics. The results will complement the Brazilian clinical study and other requested test data that have been submitted to the FDA.

November 24, 2021, the Company launched its eCommerce site - https://www.benepod.com

During the twelve months ended July 31, 2021, the Company has generated total revenues of $3,883 (twelve months ended July 31, 2020 - $3,783).

At July 31, 2021, the Company had a net working capital of $1,066,392 (July 31, 2020 – $217,161). The Company had cash and cash equivalents of $1,780,847 (July 31, 2020- $1,061,767). Working capital and cash equivalents increased during the twelve months ended July 31, 2021 mainly due to net cash provided by financing activities of $3,874,587. The Company's working capital is sufficient to maintain its general and administrative costs for the next 12 months. Management may increase or decrease budgeted expenditures depending on product development results and ongoing volatility in the economic environment. See "Liquidity and Financial Position" below.

Description of Current Products

Covid-19 Diagnostic Test Product Line

AcuVid™ COVID-19 Rapid Antigen Saliva Test is in the final stages of clinical testing and will offer a simple, low-cost, saliva- based, rapid screening solution for the rapid detection of the novel coronavirus (SARS-CoV-2) , as well as other prevalent COVID-19 variants. .

AcuVid™ COVID-19 Rapid Antibody Test **(**Therma Bright's white-labeled) is a simple pinprick antibody blood test that uses a small amount of blood. The antibody test is used for detecting antibodies of SARS-CoV-2 in those individuals currently infected with the virus or who have previously been infected but went

undiagnosed or were unaware of their infection. It can also aid in detecting antibodies generated by those who have received a COVID-19 vaccine.

Sores & Bite Inflammation Therapy Product Line

The InterceptCS™ Cold Sore Prevention System is the first product clinically proven and approved for the prevention of cold sores. This Cold Sore Prevention System is comprised of an ergonomically designed hand-held unit and a disposable treatment activator, which is good for preventing a cold sore occurrence.

TherO*Zap*™ is the next generation in pain management relief using thermal therapy for insect bites and stings. The TherO*Zap*™ thermal relief therapy aims to reduce the inflammatory response, relieving the symptoms of pain, itch and inflammation associated with over 20,000 different insect bites and stings.

Muscle Pain & Blood Circulation Health Therapy Product Line

Venowave is a circulation booster designed to improve circulation in the lower extremities. The Venowave is a medical compression pump that is lightweight, compact, battery operated, designed to treat and alleviate the symptoms associated with poor circulation. When worn on the calf, the Venowave produces a peristaltic action which helps move blood from the feet and legs back to the heart. This increase in blood flow draws oxygen to wound and ulcer sites, prevents blood pooling and clotting, and alleviates symptoms of Post Thrombotic Syndrome and other Chronic Venous Insufficiencies

Benepod™ Hot & Cold Contrast Therapy Device for temporary pain relief without the use of medication. Benepod is especially powerful for relief of chronic pain, such as osteoarthritic joint pain, migraine headaches, neuropathic pain and many other chronic musculoskeletal aches and pains as well as short term painful issues, such as insect bites and localised aches. The Benepod provides symptomatic relief and pain management for people suffering chronic or acute pain,

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Trends

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Proposed Transactions

The Company routinely evaluates various business development opportunities. However, as of the date of this MD&A, no proposed transaction has been approved by the Board of Directors.

Contractual Obligations

The Company has offered a "Risk Free Guarantee" on sales of InterceptCS™ product allowing consumers if they are not satisfied with the product, within 90 days of the date of purchase, to return product directly to the Company for a full refund. While returns have been insignificant to date, there can be no assurance that the Company will not receive an increased level of returns in the future.

Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company at July 31, 2021, 2020 and 2019.

	Years Ended July 31		
	2021 ($)	**2020 ($)**	**2019 ($)**
Revenue	3,883	3,783	6,905
Net loss for the year	8,610,322	626,682	421,931
Basic and diluted loss per share	0.04	0.01	0.01
Total assets	2,242,336	1,148,283	83,116
Total long-term debt	40,000	40,000	79,968

- The net loss for the year ended July 31, 2021, consisted primarily of (i) stock-based compensation costs of $4,574,000; (ii) general and administration costs of $2,594,280; and (iii) research and development costs of $1,371,386.
- The net loss for the year ended July 31, 2020, consisted primarily of (i) general and administration costs of $597,830; (ii) research and development costs of $13,080; and (iii) accretion of $17,397.
- The net loss for the year ended July 31, 2019, consisted primarily of (i) general and administration costs of $249,938; (ii) stock-based compensation costs of $96;333 and (iii) research and development costs of $60,666.

Selected Quarterly Financial Information

A summary of selected information for each of the eight most recent quarters is as follows:

Three Months Ended	Total Revenue ($)	Loss (Income)		Total Assets ($)	Total Long-Term Debt ($)
		Total ($)	Per Share ($)		
2021-July 31	362	1,199,617	0.00	2,242,336	40,000
2021-April 30	549	2,286,598	0.01	2,604,510	40,000
2021-January 31	832	1,525,675	0.01	2,105,575	40,000
2020-October 31	2,140	3,598,432	0.02	1,203,111	40,000
2020-July 31	558	450,808	0.00	1,148,283	40,000
2020-April 30	1,146	48,341	0.00	99,258	129,483
2020-January 31	990	64,670	0.00	56,856	88,702
2019-October 31	1,089	62,863	0.00	57,297	84,233

Discussion of Operations

Three months ended July 31, 2021 compared with three months ended July 31, 2020

Therma Bright's net loss totaled $1,199,617 for the three months ended July 31, 2021, with basic and diluted loss per share of $0.00. This compares with a net loss of $450,808 with basic and diluted loss per share of $0.00 for the three months ended July 31, 2020. The increase of $748,809 in net loss was principally because:

- For the three months ended July 31, 2021, stock-based compensation was $1,396,000, compare to $nil for the three months ended July 31, 2020, mainly due to the 4,250,000 stock-options issued and vested;

- For the three months ended July 31, 2021, research and development was $374,187, compare to $8,080 for the three months ended July 31, 2020, mainly due to product and research and development for COVID-19 Rapid Antigen Saliva Tes.

- General and administrative expenses increased to $803,583 for the three months ended July 31, 2021 from $434,805 for the three months ended July 31, 2020, primarily due to increases in management fees, professional fees and consulting.

Twelve months ended July 31, 2021 compared with twelve months ended July 31, 2020

Therma Bright's net loss totaled $8,610,332 for the twelve months ended July 31, 2021, with basic and diluted loss per share of $0.04. This compares with a net loss of $626,682 with basic and diluted loss per share of $0.01 for the twelve months ended July 31, 2020. The increase in net loss was principally because:

- For the twelve months ended July 31, 2021, stock-based compensation was $4,574,000, compare to $nil for the twelve months ended July 31, 2020, mainly due to the 20,800,000 stock-options issued and vested;

- For the twelve months ended July 31, 2021, research and development was $1,371,386, compare to $13,080 for the twelve months ended July 31, 2020, mainly due to product and research and development mainly for COVID-19 Rapid Antigen Saliva Tes, but also on BenePod® for chronic pain relief; ICEOtherm® for minor aches and pain in the hands, elbows and feet; and Venowave;

- General and administrative expenses increased to $2,594,280 for the twelve months ended July 31, 2021 from $597,830 for the twelve months ended July 31, 2020, primarily due to increases in management fees, professional fees and consulting.

Liquidity and Financial Position

At July 31, 2021, the Company had a net working capital of $1,066,392 (July 31, 2020 – $217,161).

Cash used in operating activities was $2,855,507 for the twelve months ended July 31, 2021. Operating activities were affected by net loss of $8,610,322 plus non-cash items stock-based compensation of $4,574,000; and amortization of $57,978. Change in non-cash working capital balances relates to the increases in other receivables and prepaid expenses of 3,488; inventory of $34,000; and sales tax of $95,463; and amounts receivable and other liabilities of $1,269,786. For the twelve months ended July 31, 2020, cash used in operating activities was $104,944 and were affected by net loss of $626,682 plus non-cash items accretion expense of $17,397; and amortization of $2,978. Change in non-cash working capital balances related to the increases in inventory; $17,200; prepaid expenses of $19,575; and accounts payables and accrued liabilities of $542,289.

Cash used in investing activities was $300,000 in the acquisition of assets of Saringer. For the twelve months ended July 31, 2020, cash used in investing activities was $nil.

Cash provided used in financing activities were $3,874,587 mainly due to proceeds from shares issued, warrants exercised and the exercise of options. For the twelve months ended July 31, 2020, cash provided in financing activities was $1,136,314.

At July 31, 2021, the Company had $1,780,847 in cash and cash equivalents (July 31, 2020 - $1,061,767).

The Company has minimal operating revenues and therefore must utilize its funds obtained from the equity financing and other financing transactions to maintain its capacity to meet ongoing research and development and operating activities.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its research and development activities. For fiscal 2021, the Company's expected operating expenses are estimated to average $75,000 per month for recurring operating costs. The Company has certain commitments on its products over the next 12 months (see Contractual Obligations" above). Management may reassess its planned expenditures based on the Company's working capital resources, the scope work required to advance exploration on its projects and the overall condition of the financial markets.

The Company's has a working capital of $1,066,392 at July 31, 2021 and is not sufficient to maintain its general and administrative costs for the next 12 months and therefore financing needs to be raised. As at July 31, 2021, the Company had 18,850,000 exercisable stock options outstanding that would raise approximately $4,602,500,000 if exercised in full. To the extent these options and warrants are exercised will be a function of the market price of the Company's underlying common shares and investor perspectives on the opportunity for shareholder value creation over the investment time horizon for each individual investor.

New Accounting Pronouncements

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The adoption of the amendments had no impact on the Company's financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's financial statements.

IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's financial statements.

Critical Accounting Estimates

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. By their nature, these estimates are subject to measurement uncertainty. The effect of changes in such estimates on the financial statements in future periods could be significant. Accounts specifically affected by estimates in these financial statements are convertible debentures, stock options granted, warrants issued, accruals and valuation allowances.

Capital management

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its business objectives, and to raise additional capital for liquidity requirements. The Company is not subject to any externally imposed capital requirements, and does not presently utilize any quantitative measures to monitor capital.

Financial risk management

(i) Fair value of financial instruments

The fair values of the Company's financial instruments approximate their carrying values. The carrying amounts of cash, accounts payable and accrued liabilities and loans from directors approximate their fair values due to the short-term maturities of these instruments.

(ii) Currency risk

The Company did not have any foreign currency exposure as at July 31, 2021 and 2020. The results of the Company's operations are therefore not subject to currency transaction and translation risk

(iii) Liquidity risk

The Company monitors its liquidity position regularly to assess whether it has the funds necessary to pay for the general and administrative expenses required to maintain the Company's books and records as well as its listing on the TSXV. However, since the Company does not internally generate a significant cash flow, there are inherent liquidity risks, including the possibility that additional financing may not be available to the Company and the Company may not be able to achieve successful operations. The current uncertainty in global markets and the fact that the Company has a nominal amount of assets could have an impact on the Company's future ability to obtain capital on terms that are acceptable to the Company, and on the Company's future ability to achieve successful operations. The Company has so far maintained a limited amount of cash for its operational needs by means of loans from the directors and share issuance.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

(a) The Company entered into the following transactions with related parties:

For the year ended July 31, 2021, the Company expensed $500,000 (year ended July 31, 2020 - $nil) to Intelvest, a company controlled by a director and officer of the Company, for the management services of Rob Fia to act as Chief Executive Officer of the Company. As at July 31, 2021, Intelvest Inc., was owed $375,000 (2020 - $nil) bonus payable based on stock price performance payable and this amount was included in accounts payable and accrued liabilities.

For the year ended July 31, 2021, the Company expensed $40,400 (year ended July 31, 2020 - $26,286) to Marrelli Support for the services of Vic Hugo to act as Chief Financial Officer of the Company. In addition, Marrelli Support also provides bookkeeping services to the Company. Vic Hugo is an employee of Marrelli Support. As at July 31, 2021, Marrelli Support was owed $10,123 (July 31, 2020 - $50,364) and this amount was included in accounts payable and accrued liabilities.

(b) Remuneration of directors and key management personnel, other than consulting fees, of the Company was as follows:

	Salaries and Fees		Share based payments		Total	
	Twelve months ended July 31,		Twelve months ended July 31,		Twelve months ended July 31,	
	2021 ($)	2020 ($)	2021 ($)	2020 ($)	2021 ($)	2020 ($)
Rob Fia, Director and Officer	100,000	53,000	1,326,829	nil	1,426,829	53,000
Joseph Heng, Director	20,000	nil	142,806	nil	162,806	nil
Tim Peterson, Director	20,000	10,000	237,914	nil	257,914	10,000
Spencer Sunbun Huh, Director	20,000	nil	137,259	nil	157,259	nil
Vic Hugo, Officer	nil	nil	122,450	nil	122,452	nil
Total	**160,000**	**63,000**	**1,967,258**	**nil**	**2,127,258**	**63,000**

(c) Insider shareholdings

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

As of July 31, 2021, directors and officers of the Company, with individual control of less than 10% of the total common shares outstanding, collectively control 34,193,344 common shares of the company or approximately 8% of the total common shares outstanding. To the knowledge of the directors and officers of the Company, the remaining common shares of the Company were widely held.

Share Capital

As of the date of this MD&A, the Company had 219,526,033 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
350,000	January 17,2023	$0.10
100,000	January 23, 2023	$0.10
500,000	March 2, 2023	$0.10
650,000	May 8, 2023	$0.05
1,000,000	May 22, 2024	$0.44
3,000,000	August 12, 2024	0.22
11,100,00	August 20, 2025	$0.22
200,000	August 26, 2025	$0.22
250,000	December 7,2025	$0.22
200,000	December 24, 2025	$0.22
750,000	January 5, 2026	$0.28
200,000	January 15, 2026	$0.35
300,000	January 25, 2026	$0.45
750,000	January 25, 2026	$0.38
2,500,000	March 4, 2026	$0.30

Warrants outstanding for the Company at the date of this MD&A were as follows:

Warrants	Expiry Date	Exercise Price
100,000	May 26, 2023	$0.60
175,000	May 26, 2023	$0.45
700,000	August 12, 2023	$0.60
325,000	August 31, 2023	$0.45

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and

procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Subsequent events

- Subsequent to the year ended July 31, 2021, the Company issued 700,000 share purchase warrants to a consultant for services provided. The warrants will be exercisable for two years and an exercise price of $0.46.

- Subsequent to the year ended July 31, 2021, the Company issued 325,000 share purchase warrants to a consultant for services provided. The warrants will be exercisable for two years and an exercise price of $0.41.

- Subsequent to the year ended July 31, 2021, the Company granted 3,000,000 stock options to Directors, officer and consultants at an exercise price of $0.55, to expiry in 3 years. The options vested immediately.

Risks and Uncertainties

The Company's financial condition, results of operation and business are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

Additional Funding Requirements

The Company is reliant upon additional equity financing in order to continue its business and operations, because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

Dependence on Key Personnel

The current management of the Company joined the firm in late 2009. The Company's success is dependent to a great degree upon its ability to attract and retain highly qualified management and scientific personnel and to develop and maintain relationships with leading research institutions. The Company is highly dependent on the principal members of its management as well as its advisors, collaborators and consultants. Competition for such personnel is intense and is affected by several factors beyond the control of the Company. The loss of such key employees, advisors, collaborators and consultants, could compromise the speed and success of the Company's research and development objectives and adversely affect the Company's future prospects. The Company is attempting to build a new management team to revitalize its operations and improve the performance of the Company. There is no key man insurance policy for any of its directors or management.

Proprietary Rights and Patent Protection

The Company has maintained its existing intellectual property for **TherOZap™** and through its trademark related to **InterceptCS™**. The failure to maintain the Company's intellectual property could put the Company at risk of competitive intellectual property through companies that are better funded which may have a material adverse impact on the Company.

Risk of Third Party Claims for Infringement

The Company is not aware of any of its technology or processes that infringe the proprietary rights of third parties. There can be no assurance, however, that third parties will not claim such infringement by the Company with respect to current or future technology or products of the Company. Dealing with any such claims, with or without merit, could be time-consuming, result in costly litigation, or require the Company to enter into royalty or licensing agreements, which may or may not be available on terms acceptable to the Company. The failure to do any of the foregoing may have a material adverse effect on the Company.

Dependence on Third Party Relationships

The Company relies upon third party relationships for assistance in the conduct of its research and development and expects to rely on third party relationships for manufacturing, marketing and commercialization of its products. There can be no assurance that the Company will be able to maintain or establish such arrangements on favorable terms, if at all, or that such arrangements will be successful. The failure to establish successful arrangements with third parties could have an adverse effect on the Company's future prospects.

Regulatory Environment

The procedure involved in obtaining regulatory approval from the competent authorities to market therapeutic products and devices and topical treatments is a long and expensive process that may delay or prevent product development. Any regulatory approval sought with the FDA in the USA to allow the Company to market a product in the USA may be applicable to a limited extent only or it may be refused in its entirety. Such limitations or refusal could have a material adverse effect on the sales and profitability of

the Company. There can be no assurance that the Company will obtain such regulatory approval for **InterceptCS™** or **TherOZap™** or other products from the FDA on a timely basis, if at all.

Competition

Competition in the health products industry is intense. The Company will compete with other companies that are developing or have developed products designed to treat similar conditions. Many of these other companies have substantially greater resources than the Company. There can be no assurance that developments by other companies will not adversely affect the competitiveness of the Company's technologies or any products based thereon or the commitment of the Company's research collaborators to the Company's programs. The health products industry is also characterized by extensive research efforts and rapid technological change. Competition can be expected to increase as technological advances are made and commercial applications for health products increase. Competitors of the Company may use different technologies or approaches to develop products similar to the products which the Company is seeking to develop, or may develop new or enhanced products or processes that may be more effective and less expensive. There can be no assurance that any product developed by the Company will compete successfully or that research and new industry developments will not render the Company's products obsolete or uneconomical.

Manufacturing and Marketing

The Company has limited experience in large scale manufacturing and marketing of its products. There can be no assurance that any manufacturing and marketing efforts will be successful. The Company has to rely on third parties to manufacture and/or market products. Accordingly, the quality and commercial success of such products may be outside its control. There can be no assurance that the market will accept the Company's products, even if they prove to be safe and effective and are approved for marketing by the Therapeutic Products Directorate, Health Canada, FDA and other regulatory authorities.
Failure of or delay by a manufacturer of the Company's products to comply with Good Manufacturing Practices or similar quality control regulations or satisfy regulatory inspections may have a material adverse effect on the future prospects of the Company. Further, market penetration of the Company's products will be influenced by factors including the cost-effectiveness and overall economic benefits that such products offer. Due to the lack of funds, the Company has not manufactured any products since 2009.

Product Liability and Insurance

The sale and use of existing products or those under development by the Company may entail risk of product or other liability. The obligation to pay any product liability claim or recall a product could have a material adverse effect on the business, financial condition and future prospects of the Company.

The Company has sold a small quantity of its existing products during the quarter. The Company's operating results may vary significantly from quarter to quarter.

The Company's operations and operating results have not improved much over the quarter due to lack of funds and significant revenues. The Company is unable to manufacture new products for introduction to the market. The Company expects this situation to improve once the Company has raised additional capital, secures a sale of all its existing inventory or licenses its technology.

Additional Disclosure for Venture Issuers without Significant Revenue

Revenue

Names	Year ended July 31 2021 ($)	2020 ($)
Revenue	3,826	3,783
Interest received	57	Nil
Total	**3,883**	**3,783**

General and Administrative

Names	Year ended July 31 2021 ($)	2021 ($)
Business development and promotion	301,720	68,350
General and administrative	68,785	12,053
Management and related fees	644,997	53,000
Professional fees	1,226,833	387,375
Public company costs and relations	332,005	67,052
Total	**2,594,280**	**597,830**

Other Research and Development

Names	Year ended July 31 2021 ($)	2020 ($)
Benepod / Venowave	91,000	
CoviSafe	1,259,786	3,750
ThermoZap	20,600	13,080
Total	**1,371,386**	**13,080**