



THERMA BRIGHT INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS**

FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2023

Introduction

The following Interim Management's Discussion & Analysis ("MD&A") of Therma Bright Inc. (the "Company" or "Therma") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended July 31, 2022. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, the audited annual financial statements of the Company for the years ended July 31, 2022 and July 31, 2021 and the unaudited condensed interim financial statements for the three and nine months ended April 30, 2023, 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 three and nine months ended April 30, 2023 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at June 29, 2023 unless otherwise indicated.

The unaudited condensed interim financial statements for the three and nine months ended April 30, 2023, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

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

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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 2023 the Company’s operating expenses are estimated to be \$175,000 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 April 30, 2024, 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 April 30, 2024	The research and development activities of the Company for the twelve-month period ending April 30, 2024 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, is a developer and partner in a range of leading edge, proprietary diagnostic and medical device technologies focused on providing consumers and medical professionals with quality, innovative solutions that address some of today's most important medical and healthcare challenges. Therma Bright is the developer of the smart-enabled AcuVid™ COVID-19 Rapid Antigen Saliva Test, currently undergoing regulatory review. Therma Bright Inc. trades on the TSXV (TSXV: THRM) (OTCQB: TBRIF) (FSE: JNX). Visit: www.thermabright.com.

Therma Bright is developing, acquiring, manufacturing and marketing proprietary healthcare and medical devices for the consumer and institutional marketplace.

Therma Bright is an innovative, diversified health care company with 3 key strategic focus on

Respiratory Disease portfolio

- ❖ AI4LYF Digital Cough Technology
- ❖ InStatin - novel inhaled treatment asthma & COPD

Vascular Disease Portfolio

- ❖ Inretio -Ischemic stroke treatment
- ❖ Venowave – Deep Vein Thrombosis Treatment Device(DVT)

Consumer Health Portfolio

- ❖ AcuVid™ Covid-19 Rapid Antigen Saliva Test
- ❖ Benepod - Contrast Therapy Device
- ❖ TheroZAP™ - Thermal Therapy Device
- ❖ InterceptCS™ - Cold Sore Prevention System

The Company holds trademarks forTherozap™ InterceptCS™ and AcuVid™ and patents pending and regulatory approval for Venowave, InterceptCS™ and Therozap™. is 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.

Outlook and Overall Performance

On September 12, 2022, the Company to provide AcuVid™ COVID-19 Rapid Antigen Saliva Test. The Company received communication from the FDA which stated they have completed an initial review of our AcuVid™ EUA application and have asked for additional details and questions to be addressed on our rapid saliva test solution. The Therma Bright team outlined that the Company is working closely with its strategic partners and suppliers to comprehensively and clearly respond to the FDA's questions. Once this effort is complete, the Company will resubmit its EUA application with all the additional documentation and tests requested by FDA reviewers, including details around transport and storage of RT PCR samples. The FDA does not provide timelines on how long approvals will take. The Company will update the market as required.

On October 27, 2022, the Company announced that it has received new temporary PDAC (Pricing, Data Analysis and Coding) billing codes for its Venowave product giving Therma Bright immediate access to reimbursement through Medicare and Medicaid. That the new temporary billing codes will allow doctors and patients in the US to easily order Venowave and have it covered by Medicare, Medicaid and third-party insurers. Therma Bright has submitted an application for unique permanent HCPCS (Healthcare Common Procedure Coding System) codes to the HCPC panel for the Venowave device and related replaceable wraps.

The Company would also like to announce that it has engaged CYFR Inc. to execute a digital marketing campaign. These campaigns will run over a three-month period partially paid in cash with up to 300,000 warrants to be issued at \$0.15 per share. Therma Bright has negotiated a debt settlement with an arm's length creditor. Pursuant to the debt settlement agreement, and subject to acceptance by the TSX Venture Exchange, the Company has agreed to settle outstanding debt of \$94,000 in consideration for which it will issue 626,666 common shares at a deemed price of \$0.15 per share.

On November 17, 2022, the Company announced, that it has entered into a letter of intent ("LOI") with AI4LYF LLC ("AI4LYF") for the exclusive licensing rights for a digital cough-based diagnosis screening technology. Digital Cough Test (DCT) is a groundbreaking patent-pending technology, powered by an innovative AI engine built by AI4LYF. DCT is an innovative solution that can accurately and almost instantly detect multiple respiratory diseases, including COVID-19, simply from a smartphone app, anytime, anywhere. DCT does so by digitally dissecting cough sounds into hundreds of features. The proprietary AI then analyzes these cough features to detect the subtle and peculiar signatures of specific respiratory diseases.

On December 21, 2022, the Company announced it has entered into an agreement with 2740162 Ontario Inc., operating as August Therapeutics ("August") and Ketiko Bio Corp ("Ketiko") (collectively the "Vendors") to acquire a 25% interest in each of InStatin, Inc. and InVixa Inc., and to acquire an option to acquire additional shares in InStatin and InVixa, as described below. Therma Bright has agreed to issue 55,000,000 shares at a deemed price of \$0.136364 per share for total consideration of \$7,500,000.00, to the Vendors in exchange for such interests in InStatin and InVixa. The above option will additionally provide Therma with the right to earn up to 50% of InStatin and 80% of InVixa by advancing the drugs to the end of Phase 1 clinical trials for each company and eventual regulatory approval, with an investment expected to be US\$5M. Additionally, the Company shall have the right to appoint one director to each of the boards of InStatin and InVixa, subject to meeting certain future funding milestones. In connection with the acquisition,

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the Company will pay a finder's fee of 4,400,000 shares in its capital stock to an arm's length finder for its assistance in sourcing the transaction.

On January 19, 2023, the Company entered Share Purchase Agreement) with Inretio Ltd. ("Inretio") for its innovative protective blood clot retriever technology. Therma Bright has the right to invest up to USD\$2,000,000 in cash and USD \$500,000 in Therma Bright shares to earn up to 25% in Inretio Inc., subject to TSX Venture Exchange approval. The cash and shares are payable, at Therma's option, upon certain milestones being achieved by Inretio over time by the end of May 31, 2024. Therma Bright has made the first payment to Inretio totaling USD \$200,000 (CAD \$272,420).

Inretio is developing a medical device called PREVA™ to treat ischemic stroke. The PREVA™ clot retriever is a groundbreaking medical device that will change the way ischemic strokes are treated. It is the first and only protective clot retriever that uses a distal basket. The device's unique PREVA™ basket "ensnares" the clot, encapsulating it and protecting the brain from any sub-clots breaking off during the thrombectomy procedure. This ensures the complete removal of the clot and its fragments, leading to more successful revascularization of the brain which can prevent further damage and complications. The PREVA™ clot retriever is a game-changing technology that has the potential to significantly improve outcomes of clot removal procedures for stroke patients.

On February 16, 2023, the Company announced secured the exclusive licensing rights for a digital cough-based diagnosis screening technology. The terms of the AI4LYF's DCT licensing agreement included:

- ❖ Therma Bright will pay for certain operational expenses including R&D costs related to new respiratory diseases, IP protection and regulatory expenses;
- ❖ In addition to previously disclosed cash payments, Therma Bright will pay AI4LYF up to \$1,420,000 upon certain criteria being met;
- ❖ Subject to TSX Venture Exchange ("TSXV") approval, Therma Bright will issue 5,000,000 shares to AI4LYF Inc. and 2,000,000 three-year warrants exercisable at 17.5 cents. Upon issuance, the shares and warrants will be subject to a 4-month hold imposed under applicable Canadian securities laws and TSXV policies and these securities will also be subject to a contractual 12-month lock-up period;
- ❖ AI4LYF will also be entitled to a 10% - 30% royalty dependent on annual net revenue thresholds.

The Company also announced that it has hired King Tide Media, LLC ("KTM") to provide investor relations and public relations services. The strategy with KTM is to create awareness for Therma Bright in the investment community. KTM will work closely with Therma Bright over the next few months and will be paid USD \$60,000 for their services.

On February 23, 2023, the Company announced that Inretio recently announced promising results for its PREVA™ mechanical thrombectomy device for ischemic stroke treatment. The device has been undergoing a Good Laboratory Practice (GLP) animal study, at the Shamir Medical Center's Research Unit, which is world renowned for its innovation research in Israel. The study is progressing as planned, demonstrating the PREVA™ device's ability to remove 100% of a blood clot in 85% of the cases. The results of the GLP study are a positive sign for the device's future development and potential regulatory approval and commercialization. The study is expected to be completed during the second quarter of 2023, at which point Inretio plans to submit the data, as well as mechanical verification and validation (V&V) testing data, to the Israeli Ministry of Health.

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On April 14, 2023, the Company announced that the Company has successfully secured U.S. Medicare and Medicaid reimbursement through various payers. The reimbursement per pair of Venowave devices, under these temporary codes, ranged between \$725-\$1050 per patient.

On April 21, 2023, the Company announced it has now paid the portion of the purchase price comprised of US\$500,000 in Therma Bright shares, being 6,766,500 common shares of Therma Bright. These issued shares, along with USD\$250,000 in cash payments previously made to Inretio, increases Therma Bright's ownership interest in Inretio to 7.5%.

On May 25, 2023, the Company announced that the Company is working with its U.S distributor network on expanding sales of Venowave under the nine (9) temporary Current Procedural Terminology (CPT®) and Healthcare Common Procedure Coding System (HCPCS) codes issued by the Centers for U.S. Medicare and U.S. Medicaid Services for patient reimbursements.

During the three and nine months ended April 30, 2023, the Company recorded revenues of \$4,877 and \$17,368, respectively (three and nine months ended April 30, 2022 - \$4,752 and \$11,945, respectively).

At April 30, 2023, the Company had a net working capital deficit of \$429,159 (July 31, 2022 – working capital of \$2,420,658). The Company had cash and cash equivalents of \$103,474 (July 31, 2022- \$3,081,776). Working capital and cash equivalents decreased during the three and nine months ended April 30, 2023, mainly due to net cash used in operation activities of \$1,968,105 and investing activities of \$1,087,534. The Company's working capital is insufficient to maintain its general and administrative costs for the next 12 months. The Company expects to collect \$264,603 in sales tax recoverable during Q4. Management will 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.

TherOZap™ is the next generation in pain management relief using thermal therapy for insect bites and stings. The TherOZap™ 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.

Discussion of Operations

Three months ended April 30, 2023, compared with three months ended April 30, 2022

Therma Bright's net loss totaled \$576,865 for the three months ended April 30, 2023, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$1,189,937 with basic and diluted loss per share of \$0.01 for the three months ended April 30, 2022. The decrease of \$613,072 in net loss was principally because:

- ❖ For the three months ended April 30, 2023, research and development was \$5,797, compare to \$351,351 for the three months ended April 30, 2022, mainly due to decrease in product and research and development for AcuVid™ as the Company is currently evaluating its options for US regulatory approval in discussions with the FDA and its FDA consultants;
- ❖ General and administrative expenses increased to \$557,001 for the three months ended April 30, 2023, from \$716,282 for the three months ended April 30, 2022, primarily due to decreases in management fees.

Nine months ended April 30, 2023, compared with nine months ended April 30, 2022

Therma Bright's net loss totaled \$1,724,519 for the nine months ended April 30, 2023, with basic and diluted loss per share of \$0.01. This compares with a net loss of \$5,062,752 with basic and diluted loss per share of \$0.02 for the nine months ended April 30, 2022. The decrease of \$3,338,233 in net loss was principally because:

- ❖ For the nine months ended April 30, 2023, stock-based compensation was \$nil, compare to \$1,627,000 for the nine months ended April 30, 2022, mainly due to stock-options issued and vested during the nine months ended April 30, 2022;
- ❖ For the nine months ended April 30, 2023, research and development was \$57,384, compare to \$698,480 for the nine months ended April 30, 2022, mainly due to decrease in product and research and development for AcuVid™ as the Company is currently evaluating its options for US regulatory approval in discussions with the FDA and its FDA consultants;
- ❖ General and administrative expenses increased to \$1,608,811 for the nine months ended April 30, 2023, from \$2,584,777 for the nine months ended April 30, 2022, primarily due to decreases in professional fees, consulting and management fees.

Liquidity and Financial Position

At April 30, 2023, the Company had a net working capital deficit of \$429,159 (July 31, 2022 – working capital of \$2,420,658).

Cash used in operating activities was \$1,865,568 for the nine months ended April 30, 2023. Operating activities were affected by net loss of \$1,724,519 plus non-cash items accretion of \$10,471; amortization of \$35,454; and interest receivable of \$15,562. Change in non-cash working capital balances relates to the decreases in amounts receivable and other assets of \$115,059; and amounts payable and other liabilities

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of \$73,055 and increases in other receivables and prepaid expenses of \$28,910, sales tax of \$134,506 and promissory note receivable of \$50,000. For the nine months ended April 30, 2022, cash used in operating activities was \$2,685,398 and were affected by net loss of \$5,062,752 plus non-cash items stock-based compensation of \$1,627,000; warrants issued for services of \$450,000 and amortization of \$38,832. Change in non-cash working capital balances relates to the increases in amounts receivable and other assets; inventory; and in amounts payable and other liabilities, and decreases in other receivables and prepaid expenses of and sales tax.

Cash provided used in investing activities were \$1,087,534 due to purchase of licensing rights of \$747,969 and investment in Inretio Ltd. of \$339,565

Cash provided used in financing activities were \$25,200 due to lease repayments. For the nine months ended April 30, 2022, cash used in financing activities was \$5,431,292 due to the issuance of shares.

On April 30, 2023, the Company had \$103,474 in cash and cash equivalents (July 31, 2022 - \$3,081,776).

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 2023, the Company's expected operating expenses are estimated to average \$175,000 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 deficit of \$429,159 as at April 30, 2023 and is insufficient to maintain its general and administrative costs for the next 12 months.

The Company expects sales taxes recoverable and sales of Venowave to generate additional cash for the Company during upcoming quarters. In addition the Company may review the sale of certain assets or a financing to increase cash reserves. As at April 30, 2023, the Company had 22,425,000 exercisable stock options outstanding that would raise approximately \$6,593,000 if exercised in full, and 23,000,000 warrants outstanding that would raise approximately \$8,733,000 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

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Critical Accounting Estimates

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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.

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 three and nine months ended April 30, 2023, the Company expensed \$14,798 and \$27,780, respectively (three and nine months ended April 30, 2022 - \$5,349 and \$14,462, respectively) 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 April 30, 2023, Marrelli Support was owed \$623 (July 31, 2022 - \$10,500) and this amount was included in accounts payable and accrued liabilities.

For the three and nine months ended April 30, 2023, the Company expensed \$86,666 and \$149,166, respectively (three and nine months ended April 30, 2022 - \$31,250 and \$388,750, respectively) to the CEO.

As at April 30, 2023, \$582,500 (July 31, 2022 - \$786,959) included in accounts payable and accrued liabilities was payable to key management personnel.

(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	
	Three Months Ended April 30,		Three Months Ended April 30,		Three Months Ended April 30,	
	2023 (\$)	2022 (\$)	2023 (\$)	2022 (\$)	2023 (\$)	2022 (\$)
Rob Fia, Director and Officer	nil	nil	nil	nil	nil	nil
Joseph Heng, Director	nil	nil	nil	nil	nil	nil
Tim Peterson, Director	nil	nil	nil	nil	nil	nil
Spencer Sunbun Huh, Director	nil	nil	nil	nil	nil	nil
Total	Nil	Nil	Nil	Nil	Nil	Nil

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	Salaries and Fees		Share based payments		Total	
	Nine months Ended April 30,		Nine months Ended April 30,		Nine months Ended April 30,	
	2023 (\$)	2022 (\$)	2023 (\$)	2022 (\$)	2023 (\$)	2022 (\$)
Rob Fia, Director and Officer	7,500	70,000	nil	259,400	7,500	329,400
Joseph Heng, Director	7,500	nil	nil	129,700	7,500	129,700
Tim Peterson, Director	7,500	nil	nil	129,700	7,500	129,700
Spencer Sunbun Huh, Director	7,500	nil	nil	129,700	7,500	129,700
Total	30,000	70,000	Nil	648,500	30,000	718,500

(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 April 30, 2023, directors and officers of the Company, with individual control of less than 10% of the total common shares outstanding, collectively control 14,363,744 common shares of the company or approximately 6% 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.

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 unaudited condensed interim 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 unaudited condensed interim 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 Event

Subsequent to the three and nine months ended April 30, 2023, 650,000 options at an exercised price of \$0.05 expired unexercised.

Subsequent to the three and nine months ended April 30, 2023, 275,000 warrants at an exercised price between \$0.45 and \$0.60 expired unexercised.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section titled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended July 31, 2022, available on SEDAR at www.sedar.com.