

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Therma Bright Inc. (the "Company")
345 Danforth Avenue
Toronto, ON M4K 1N7

Item 2. Date of Material Change

December 18, 2024

Item 3. News Release

A News Release dated and issued December 18, 2024, through Newsfile Corp. and SEDAR+.

Item 4. Summary of Material Change

The Company announced:

- it signed an LOI with DEM Authority for U.S. distribution network expansion for Venowave
- it issued debt settlement shares
- it entered into a marketing and consulting agreement with Outside the Box Capital Inc.
- Spencer Huh resigned as a director of the Company
- Alex Saringer was appointed as a director of the Company

Item 5. Full Description of Material Change

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

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Rob Fia, President & CEO
Telephone: 416.722.4994

Item 9. Date of Report

December 18, 2024

Therma Bright Signs LOI For U.S. Distribution Network Expansion For Venowave With DME Authority

Initiative Includes Milestone-Based Inventory Purchase Commitments During Q1 and Q2, 2025

Toronto, Ontario – (Newsfile Corp. – December 18, 2024) – Therma Bright Inc. (TSXV: THRM) (OTCQB: TBRIF) (FSE: JNX) ("Therma" or the "Company"), a developer and investment partner specializing in advanced diagnostic and medical device technologies, is pleased to announce the Company has signed a letter of intent (LOI) for a Venowave distribution program with DME Authority based in Nashville, TN.

Through this distribution program, DME Authority will collaborate with multiple tenured and qualified network partners to establish no less than three (3) comprehensive U.S. distribution agreements. As outlined in the LOI, these 'Premier Distributor Partner' contracts require a minimum foundational inventory purchase of \$2,000,000. Collectively, these Premier Distributor Partners will commit to a total inventory purchase of \$6,000,000 in Venowave VW5 devices within the first six months of 2025, with a minimum equal inventory purchase requirement between Q3-Q4, 2025. Of the top ten (10) qualified partners identified by DME, negotiations with three (3) partners are currently underway. Additionally, during Q1, 2025, DME Authority will acquire the remaining in-stock inventory of Venowave VW5 units from Therma Bright, as part of this LOI agreement.

The Premier Distributor Partners will be established during the first quarter of 2025 with plans to aggressively expand patients' access to Venowave across several healthcare channels serving multiple medical and surgical specialties within the U.S. healthcare market.

Therma Bright has granted DME Authority the exclusive authority to secure long-term agreements with its partners, and will not circumvent DME in any way with these partners. Therma Bright will collaborate closely with DME Authority and its partners to support their success and ensure market expansion goals are achieved.

"Given the pent-up demand, we're eager to engage with our national distribution network through our preferred partnerships approach," shared **Erick Gosse, CEO of DME Authority**. "Until now, providers lacked a mobile mechanical compression solution for the U.S. Medicare population, leaving a significant void for an effective treatment option. Retooling our 2021 strategy to focus on securing Venowave's permanent HCPCS code E0683 was critical, and the timing couldn't be better. Extensive reimbursement testing across multiple medical specialties and procedures has outperformed expectations in every category. Our Medicare patients are extremely happy with Venowave and relieved to finally have access to this much-needed therapeutic device."

"This agreement reflects the growing enthusiasm around Venowave VW5 in the U.S. market," added **Rob Fia, CEO of Therma Bright**. "With timely reimbursements and positive clinical outcomes, we're committed to supporting DME Authority's partners as they expand distribution and enhance patient care."

The Therma Bright-DME LOI is non-binding until all parties enter into a final contract agreement.

About Venowave VW5

The Venowave VW5 is a compact, battery-operated peristaltic pump designed to diminish post-op pain & swelling and enhance blood circulation while harnessing the multitude of advantages that come with increased venous blood flow by 64% after 2 minutes of use, and 88% increased blood flow after 50 minutes of use. When positioned below the knee, the device generates a wave-form motion that promotes fluid displacement, improving circulation and lymphatic function. The FDA-designated Durable Medical Equipment (DME) device is currently the only Medicare approved reimbursable mobile mechanical compression system available in the US under its HCPCS code E0683, which provides a simple and

comfortable mobile treatment solution for patients needing to accelerate post-operative recovery periods while also managing longer term pain and swelling issues.

Shares For Debt

Therma Bright announces that further to its press release of November 11, 2024, it has now issued an aggregate of 8,495,042 common shares at a deemed price of \$0.035 per share to settle aggregate debt of \$297,326.50. All shares issued in relation to these debt settlements are subject to a hold period expiring April 17, 2025, in accordance with applicable securities laws and the policies of the TSX Venture Exchange.

Outside The Box Capital

In other news, the Company announces that it has entered into a marketing and consulting agreement (the "OTBC Agreement") with an arm's length marketing firm, Outside The Box Capital Inc. ("OTBC") of Oakville, Ontario, to provide marketing consulting and investor relations services, including marketing services through social media channels and online media distribution.

In connection with the OTBC Agreement, for a term of 6 months starting on Dec 16 2024, the Company will pay OTBC a cash fee of \$50,000 CAD per month plus applicable taxes. OTBC has no direct relationship with the Company other than as set out in this press release.

The Company's engagement with OTBC is another step in its efforts to enhance communication with the current investor community and expand visibility to a greater audience. OTBC specializes in various social media platforms and will be able to facilitate greater awareness and widespread dissemination of the Company's news.

Board of Director Changes

Therma Bright announces the resignation of Board member Spencer Huh. The Company would like to thank Spencer for his service. In an effort to align more to our growing operations in the U.S. with Venowave's Medicare and Medicaid HCPCS code and distribution network, along with our sales and marketing initiatives under development with our various investment partner products, that include Inretio's PREVA®, A14LYF digital cough and InStatin, the Company welcomes Alex Saringer to its Board.

Alex brings a great deal of business and operational knowledge in the U.S. market around the medical device space. His experience includes being part of the original team that developed and designed the Venowave VW5 solution, which has proven invaluable to Therma Bright as it pursued the permanent Medicare and Medicaid HCPCS code. His career spans 15 years of medical device design, development and commercialization in the U.S., as well as extensive knowledge of offshore device manufacturing.

About DME Authority, LLC

DME Authority partners with a select network of top-tier medical distributors and healthcare providers to deliver outcome-driven solutions that set new standards for patient care. By aligning with forward-thinking organizations, we bring innovative sales and distribution strategies to life, backed by comprehensive billing expertise and strategic funding programs. Our unique approach ensures our partners achieve unmatched success while transforming healthcare delivery across the U.S. Visit: www.dmeauthority.com

About Therma Bright Inc.

Therma Bright develops and partners on cutting-edge diagnostic and medical device technologies that address key healthcare challenges. Therma Bright Inc. trades on the (TSXV: THRM) (OTCQB: TBRIF) (FSE: JNX). Visit: www.thermabright.com.

Therma Bright Inc.

Rob Fia, CEO

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FORWARD-LOOKING STATEMENTS

Certain statements in this news release constitute "forward-looking" statements. These statements relate to future events such as future sales of Venowave and related technology as described in the news release. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether such results will be achieved. Actual results could differ materially from those anticipated due to several factors and risks. Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether because of new information, future events or otherwise, except as required under applicable securities regulations.

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