

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Therma Bright Inc.
738 – 157 Adelaide Street West
Toronto, ON M5H 4E7

Phone: 844.274.6837

Item 2. Date of Material Change

April 27, 2018

Item 3. News Release

A News Release dated and issued April 27, 2018 at Toronto, Ontario, through Newsfile Corp. and SEDAR.

Item 4. Summary of Material Change

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

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) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Rob Fia, CEO, Chairman & Director
Telephone: 416.722.4994

Item 9. Date of Report

April 30, 2018

Therma Bright Announces 1st Tranche Financing for \$550,000 Through an Equity Private Placement & Convertible Debenture Offering

Toronto, Ontario, April 27, 2018 – Therma Bright Inc. (TSXV: THRM), ("**Therma Bright**" or the "**Company**"), a progressive medical device technology company, announces that it has now completed a first tranche closing of its equity private placement previously announced April 19, 2018 and has issued 6,000,000 units at a price of \$0.05/units for total proceeds of \$300,000.

Rob Fia, the Company's President & CEO, purchased 4,000,000 units for total proceeds of \$200,000. Mr. Fia's participation in this private placement is considered to be a related party transaction subject to TSXV Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 on the basis that the value of securities purchased by Mr. Fia under this financing did not exceed 25% of the fair market value of the Company's market capitalization.

A finder's fee of \$7,000 cash, and 100,000 finder's warrants ("Finder's Warrants") was paid in conjunction with the non-insider portion of this private placement. All securities issued under this equity financing are subject to a hold period expiring four months plus a day after the date of their issuance. Each Finder's Warrant is exercisable into a unit at \$0.05/unit for 12 months, with each unit being comprised of one share and one underlying warrant. Each underlying warrant entitles the holder to purchase one common share for three years at a price of \$0.05/share in the first year and thereafter at \$0.10/share, subject to acceleration, at the option of the Company, in the event that its common shares trade at or above \$0.13/share for 10 consecutive trading days following the date which is four months and one day from the closing date, and the Company has provided warrant holders with 30 days prior written notice of the accelerated warrant exercise date. The Company has received conditional regulatory approval to raise up to an additional \$2,200,000 under this equity private placement through the issuance of up to an additional 44,000,000 units, if completed on or before May 13, 2018. Any further tranche closings will be subject to final regulatory approval.

The Company announces that it has also completed a first tranche closing of its convertible debenture financing previously announced April 19, 2018 and has raised \$250,000 thereunder. A finder's fee of \$17,500 cash, and 150,000 Finder's Warrants was paid in conjunction with the 1st tranche closing of this debenture offering. The Company has received conditional regulatory approval to raise up to an additional \$1,250,000 under this convertible debenture offering, if completed on or before May 13, 2018. Any further tranche closings will be subject to final regulatory approval.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Therma Bright Inc.:

Therma Bright is a progressive medical device technology company focused on providing consumers with quality medical devices that address their dermatological needs. Clear and healthy skin for all is at the core of the Company's philosophy as is the belief that such outcomes should not be a privilege for only those who can afford costly procedures and treatments. The Company's breakthrough proprietary technology delivers effective, non-invasive and pain free skin care.

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 from over 20,000 different insect stings and bites, (including bees, wasps, hornets, mosquitoes, black flies and jellyfish). The Company received approval for the above claims from FDA (United States) in 1997.

Therma Bright Inc. trades on the TSXV (TSXV: THRM). For more information visit:
www.thejenexcorporation.com or www.therozap.com.

For further information please contact:
Therma Bright Inc.
Rob Fia
CEO
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FORWARD LOOKING STATEMENTS

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

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

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