ENLIGHTA INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIODS ENDED SEPTEMBER 30, 2021 AND 2020

This Management's Discussion and Analysis ("MD&A") presents an analysis of the financial position of Enlighta Inc. (the "Company" or "Enlighta") for the three month periods ended September 30, 2021 and 2020. The following information should be read in conjunction with the audited consolidated financial statements for the years ended June 30, 2021 and 2020, including the notes contained therein. The preparation of financial data for Enlighta is in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Date of Report

This MD&A is dated November 25, 2021.

Forward Looking Statements

This MD&A contains forward-looking statements. These statements relate to future events or future performance and reflect our expectations and assumptions regarding our growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect our current beliefs and are based on information currently available to us. In some cases, forward-looking statements can be identified by terminology such as "may", "would", "could", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. The forward-looking statements in this MD&A include, among others, statements regarding our future operating results, economic performance and product development and commercialization efforts, and statements in respect of:

- our expected future losses and accumulated deficit levels;
- our projected financial position and estimated cash burn rate;
- our requirement for, and our ability to obtain, future funding on favorable terms or at all;
- our potential sources of funding;
- our assessment of the benefits of our technology;
- our expectations regarding the progress, and the successful and timely completion, of the various stages of the regulatory clearance process;
- our plans to market, sell and distribute our technology;
- our expectations regarding the acceptance of our technology by the market;
- our expectations with respect to future corporate alliances and licensing transactions with third parties; and
- our strategy with respect to the protection of our licensed intellectual property.

A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward-looking statements. Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the effect of continuing operating losses on our ability to obtain, on satisfactory terms, or at all, the capital required to maintain the Company as a going concern;
- the ability to obtain sufficient and suitable financing to support operations, development and commercialization of our technology;
- the risks associated with the development and commercialization of our technology;
- the risks associated with the increase in operating costs from additional development and commercialization costs and increased staff;
- timing and feedback from researchers and clinicians;
- the regulatory approval process;

- our ability to successfully compete in our targeted markets;
- our ability to adequately protect proprietary information and technology from competitors;
- our ability to attract and retain key personnel and key collaborators;
- the potential for liability claims; and
- the substantial risks involved in early-stage technology development companies related to, among other things, commercialization, capitalization, cost containment, and potential litigation.

Although the forward-looking statements contained in this MD&A are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this MD&A.

Forward-looking statements made in this MD&A are made as of the date of the original document and have not been updated by us except as expressly provided for in this MD&A. As required by applicable securities legislation, as a reporting issuer, it is Enlighta's policy to update forward-looking information in its periodic MD&As, as required from time to time, and provide updates on its activities to the public through the filing and dissemination of news releases and material change reports.

OVERALL PERFORMANCE & BUSINESS OVERVIEW

In the course of the three month period ended September 30, 2021, Enlighta accomplished the following:

- Advanced clinical trial work with adipose stem cells at the Mayo Clinic

Enlighta Inc. is a diversified healthcare and medical digital, green and clean technology company active in global strategic partnerships and in-licensing of technologies and assets for rapid growth and high value solutions.

Enlighta has various intangible assets in the form of joint ventures and intellectual property and licensing agreements with companies such as the Fischer Institute of Physical Therapy and Performance. Additionally, Enlighta has allied interests in medical and healthcare and green technology and related asset digitization technology.

SELECTED QUARTERLY INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the unaudited condensed consolidated interim financial statements for the quarters that were prepared.

	Sept 30 2021	June 30 2021	March 31 2021	Dec 31 2020
Total Revenue	$ -	$ -	$ -	$ -
Net loss	(242,606)	(269,683)	(179,156)	(203,117)
Net loss per share (Basic and diluted)	(0.01)	(0.02)	(0.01)	(0.02)

	Sept 30 2020	June 30 2020	March 31 2020	Dec 31 2019
Total Revenue	$ -	$ -	$ -	$ -
Net loss	(185,147)	(4,450,953)	(207,122)	(248,301)
Net loss per share (Basic and diluted)	(0.01)	(0.26)	(0.01)	(0.02)

Net loss was highest during the quarter ended June 30, 2020 mainly because of the impairment of an intangible asset. Net loss was lowest during the quarters ended March 31, 2021, December 31, 2020 and September 30,2020, because of the absence of significant transactional activity.

FINANCIAL RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

During the three months ended September 30, 2021, G&A expenses increased by $61,502 compared to the three months ended September 30, 2020 mainly because the current quarter saw more consultant activity from the operations of CTC as the Company assesses future opportunities.

During the three months ended September 30, 2021, salaries and benefits and office expenses were relatively unchanged from the three months ended September 30, 2020.

During the three months ended September 30, 2021, amortization expense was unchanged from the three months ended September 30, 2020.

During the three months ended September 30, 2021, professional fees increased from the three months ended September 30, 2020 due to higher activity in the current period and as CTC assesses future opportunities by engaging consultants.

General and Administration Expenses

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020
Salaries and benefits	$ 76,063	$ 79,818
Professional fees	68,018	5,172
Offices and miscellaneous	20,616	18,205
Total	$ 164,697	$ 103,195

DIVIDENDS

There are no restrictions that could prevent Enlighta from paying dividends on its common shares. Enlighta has not paid any dividends on its common shares as it will incur losses for the foreseeable future and it is not contemplated that Enlighta will pay any dividends in the immediate or foreseeable future. It is Enlighta's intention to use all available cash flow as working capital.

LIQUIDITY AND CAPITAL RESOURCES

Cash (used in) provided by	Three months ended September 30, 2021	Three months ended September 30, 2020
Operating activities	$ (31,207)	$ 187,046
Investing activities	-	-
Financing activities	-	-
Total	$ (31,207)	$ 187,046

During the three months ending September 30, 2021 the Company used $31,207 in cash from operating activities, compared to being provided with $187,046 in the comparable prior period, provided by a significant shareholder.

There are no committed capital expenditures required to meet the Company's planned research and commercialization efforts.

The Company will require additional funds for technology development, intellectual property development, for ongoing regulatory fees, patent protection, business development and general operations. The Company is currently

seeking to raise additional capital and, in particular, is exploring opportunities for private placements with potential individual investors and/or institutional investors and other means of equity or debt financing.

There can be no assurance that financing will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

OUTSTANDING SHARE AND EQUITY INFORMATION

As at September 30, 2021

Total shares issued and outstanding	17,080,529
Total options outstanding	900,000
Total warrants outstanding	213,393

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

Enlighta has no existing contractual obligations other than as described herein. There are no off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

For the three month period ended September 30, 2021, Enlighta had the following transactions with a company with shareholders in common and with key management personnel:

- Office $9,000 (September 30, 2020 – $9,000)

SIGNIFICANT ACCOUNTING POLICIES

All significant accounting policies are fully disclosed in Note 3 of the audited consolidated financial statements for the year ended June 30, 2021.

RISKS AND UNCERTAINTIES

Risks Related to Enlighta's Technology

1. *Enlighta's new products are at initial market introduction, and there is no assurance that the market will accept them.*

   The market acceptance of Enlighta's new products will depend upon the medical community and third-party payers accepting the products as clinically useful, reliable, accurate, and cost-effective compared to existing and future products or procedures. Market acceptance will also depend on Enlighta's ability to demonstrate the clinical efficacy and safety of, and the ability to adequately train technicians on how to use, Enlighta's products and future products. Even if Enlighta's new products are released, their use may not be recommended by the research and medical profession or hospitals unless acceptable reimbursement from healthcare and third party payers is available. Failure of these new products to achieve significant market share could have material adverse effects on Enlighta's long-term business, financial condition, and results of operation.

2. *Enlighta is dependent on new and unproven technologies.*

Enlighta's risks as an early stage commercial enterprise are compounded by its heavy dependence on new, emerging and/or unproven technologies. If these technologies do not produce satisfactory results, Enlighta's business may be harmed.

3. *Ethical and other concerns related to the use of stem cells and human tissue may negatively affect public perception and regulatory approval of Enlighta's technology.*

Some of Enlighta's technologies and significant potential revenue sources could involve ethically sensitive and controversial issues as Enlighta's technology focuses on the separation of stem and regenerative cells from human tissue. If the extraction, separation, and use of stem and regenerative cells from human tissue becomes the subject of legislation or regulation, it could materially restrict Enlighta's operations and, therefore, harm its financial condition, operating results and prospects for bringing its investors a return on their investment.

Future adverse events in the field of stem cell therapy or changes in public policy could also result in greater governmental regulation of Enlighta's technology and create potential regulatory delays relating to its approval. Potential increased governmental regulations could have a material adverse effect on Enlighta's long-term business.

4. *If Enlighta uses biological and hazardous materials in a manner that causes injury, Enlighta may be liable for damages.*

Some of Enlighta's activities involve the controlled use of potentially harmful biological materials that are subject to federal, provincial (or state) and local laws and regulations governing their use, storage, handling and disposal. Enlighta cannot completely eliminate the risk of accidental contamination or injury from the use, storage, handling or disposal of these materials.

Enlighta does not have insurance to cover claims arising from its use and disposal of these hazardous substances and any potential lawsuits for damages could adversely affect Enlighta.

5. *Enlighta operates within the rapidly changing technology and biotechnology industry.*

The technology and biotechnology industry in which Enlighta operates is characterized by rapid and intense technological change. Enlighta's competitors may be pursuing the development of technologies which could become the basis for competitive products. Some of these products may prove to be less costly and more effective than Enlighta's products under development. There can be no assurance that the development of additional products by others will not render Enlighta's products non-competitive or that Enlighta will be able to keep pace with technological developments within the industry.

6. *Enlighta's success depends on the successful commercialization of its technology.*

The successful commercialization of Enlighta's technology is crucial for its success. Enlighta and its strategic partners and collaborators may face unforeseen difficulties in developing and marketing Enlighta's technology. There is no guarantee that market acceptance will materialize upon the successful manufacturing and sale of any product.

If Enlighta's technology and products do not result in commercially successful products, Enlighta's business could be adversely affected.

Risks Related to Enlighta's Intellectual Property

7. *Enlighta licenses its technologies from related compauies.*

Enlighta does not own all the technology upon which its business is based, but instead has acquired licenses to use patented and patent-pending technology from related parties. Failure to maintain the licenses in good standing will have a material adverse effect on the business of Enlighta.

Enlighta and the related party licensors have certain directors and officers in common.

8. *Enlighta's inability to protect its rights to certain patents, trademarks, trade secrets and other proprietary rights could adversely affect its competitive position.*

Enlighta licenses proprietary technology from third parties and related companies and may in the future develop and secure its own patented technology. Currently the technologies are protected by patents, and has patent-pending status in other jurisdictions. Enlighta believes that its rights to certain patents, trademarks, trade secrets and other proprietary rights are important to its success and competitive position. Accordingly, Enlighta endeavours to devote available resources to the establishment and protection of its rights to certain patents, trademarks, trade secrets and proprietary rights. Enlighta uses various methods, including confidentiality agreements with employees, vendors, and customers, to protect its trade secrets and proprietary know-how for its products. Enlighta's actions, however, to establish and protect its rights to certain patents, trademarks, and other proprietary rights may be inadequate to prevent imitation of Enlighta's products by others or to prevent others from claiming violations of their trademarks, patent and proprietary rights by Enlighta. There is no assurance or guarantee that the patents which are pending in certain jurisdictions will be successfully granted by the jurisdictional patent offices. If Enlighta's products are challenged as infringing upon patents of other parties, Enlighta may be required to modify the design of the product, modify its license, or litigate the issues, all of which may have an adverse business effect on Enlighta.

Enlighta relies on patent, copyright, trade secret and trademark laws to limit the ability of others to compete with it using the same or similar technology in the U.S. and other countries. These laws, however, afford only limited protection and may not adequately protect Enlighta's rights to the extent necessary to sustain any competitive advantage Enlighta may have over its competitors. In addition, Enlighta's interest in current and future patent applications may not result in the issuance of patents in the patent pending jurisdiction. The laws of some foreign countries do not protect proprietary rights to the same extent as the laws of the U.S., and many companies have encountered significant problems in protecting their proprietary rights abroad. These problems can be caused by the absence of adequate rules and methods for defending and enforcing intellectual property rights.

Enlighta will be able to protect its technology from unauthorized use by third parties only to the extent that it is covered by valid and enforceable patents or is effectively maintained through trade secrets. The patent positions of companies developing tools for technology, pharmaceutical, biotechnology, and medical industries generally are uncertain and involve complex legal and factual questions, particularly concerning the enforceability of such patents against alleged infringement. The technology patent situation outside the U.S. is even more uncertain. Changes in either the patent laws or in interpretations of patent laws in the U.S. and other countries may therefore diminish the value of Enlighta's intellectual property. Moreover, the patent application that Enlighta is licensing may not be sufficiently broad to prevent others from utilizing Enlighta's technologies or from developing competing products. Enlighta also faces the risk that others may independently develop similar or alternative technologies or design around its licensed patented technologies.

9. *If Enlighta infringes or is alleged to infringe intellectual property rights of third parties, it will adversely affect Enlighta's business, financial condition and results of operations.*

Enlighta's research, development and commercialization activities, including any products resulting from these activities, may infringe or be alleged to infringe patents owned by third parties and to which Enlighta does not hold licenses or other rights. These third parties could bring claims against Enlighta that would cause it to incur substantial expenses and, if successful against Enlighta, could cause it to pay substantial damages. Further, if a patent infringement suit were brought against Enlighta, this could restrict certain activities including stopping or delaying research, development, manufacturing or sales activities related to the product that is the subject of the suit.

In order for Enlighta to avoid potential infringement claims, it may choose or be required to seek a license from the third party. These licenses may not be available on acceptable terms, or at all. Should Enlighta obtain a license, the license would likely obligate Enlighta to pay license fees or royalties or both, and the

rights granted to it might be nonexclusive, which could result in Enlighta's competitors gaining access to the same intellectual property. This may prevent Enlighta from commercializing a product, or force it to cease some aspect of its business operations, if, as a result of actual or threatened patent infringement claims, Enlighta is unable to enter into licenses on acceptable terms.

10. *There have been litigation and other proceedings related to patent and other intellectual property rights within the technology and medical industry.*

There have been litigation and other proceedings regarding patent and intellectual property rights in the technology and medical industries. In addition to patent infringement claims against Enlighta, the Company may become a party to other patent litigation and other proceedings, including interference and re-examination proceedings declared by the United States Patent and Trademark Office and opposition proceedings before the patent offices of other countries (e.g. the European Patent Office) or similar adversarial proceedings, regarding intellectual property rights with respect to Enlighta's products and technology. The cost to Enlighta of any patent litigation or other proceeding, even if resolved in Enlighta's favour, could be substantial. Patent litigation and other proceedings may absorb significant management time.

Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on Enlighta's ability to compete in the marketplace and, as a result, on Enlighta's business, financial condition and results of operations.

11. *Enlighta's inability to protect the confidentiality of its trade secrets could affect its competitive position.*

Some aspects of Enlighta's technology are not patentable and are therefore maintained by it as trade secrets. In an effort to protect these trade secrets, Enlighta requires its employees, consultants, collaborators, advisors, customers, and vendors to execute non-disclosure agreements before the commencement of their relationship with Enlighta. These agreements require that all confidential information developed by the individual or made known to the individual by Enlighta during the course of the individual's relationship with it be kept confidential and not be disclosed to third parties. These agreements may not, however, provide Enlighta with adequate protection against improper use or disclosure of confidential information. A breach of confidentiality could affect Enlighta's competitive position, and adequate remedies may not exist in the event of unauthorized use or disclosure of Enlighta's confidential information.

The disclosure of Enlighta's trade secrets would impair its competitive position and could have a material adverse effect on Enlighta's business, financial condition and results of operations.

12. *Enlighta may become involved in lawsuits to protect or enforce its patents, the patents of its collaborators or licensors, and other intellectual property rights.*

Litigation may be necessary to enforce patents issued or licensed to Enlighta, in order to protect trade secrets or know-how, or to determine the scope and validity of its proprietary rights. Litigation can be expensive, time-consuming, and risky, as a court may decide that a patent of Enlighta is invalid or is unenforceable, or may refuse to prevent the other party from using the technology at issue. An adverse determination of any litigation or defense proceeding could put one or more of Enlighta's patents at risk of being invalidated or interpreted narrowly.

Interference proceedings brought by the U.S. Patent and Trademark Office and other jurisdictions may be necessary to determine the priority of inventions with respect to Enlighta's patent applications or those of Enlighta's collaborators or licensors. Litigation or interference proceedings may fail and, even if successful, may result in substantial costs and distraction to Enlighta's management. Enlighta may not be able, alone or with its collaborators and licensors, to prevent misappropriation of Enlighta's proprietary rights, particularly in countries where the laws may not protect such rights as fully as in the United States.

In addition, due to the substantial amount of discovery required in connection with intellectual property litigation, and the possibility of public announcements of the results of hearings, motions or other interim

proceedings or developments, there is a risk that some of Enlighta's confidential information could be compromised by disclosure during this type of litigation.

If Enlighta is unable to protect its technology, trade secrets or know-how, it may be unable to operate profitably.

If investors perceive these results to be negative, the market price for Enlighta's common stock could significantly decline.

13. *Enlighta's technology may be subject to intellectual property claims from prior employers or prior contract work of the inventors or developers.*

There is a non-eliminable risk that prior employers or persons for whom the inventors of Enlighta's technology, has worked in the past pursuant to a consulting agreement, could claim that inventor conceived the invention during the term of his or her employment or consulting agreement with them, and, thus, attempt to gain some rights in the invention.

Risks Related to Enlighta's Operations

14. *Enlighta has a limited operating history on which investors may evaluate its operations and prospects for profitable operations.*

Enlighta's prospects must be considered speculative in light of the risks, expenses and difficulties frequently encountered by companies in their early stages of development, particularly in light of the uncertainties relating to the new, competitive and rapidly evolving markets in which Enlighta anticipates it will operate. To attempt to address these risks, Enlighta must, among other things, further develop its technologies, products and services, successfully implement its research, development, marketing and commercialization strategies, respond to competitive developments and attract, retain and motivate qualified personnel. A substantial risk is involved in investing in Enlighta because, as an early stage commercial enterprise it has fewer resources than an established Company, Enlighta's management may be more likely to make mistakes at such an early stage, and Enlighta may be more vulnerable operationally and financially to any mistakes that may be made, as well as to external factors beyond Enlighta's control.

15. *Failure to achieve and maintain the high manufacturing standards that some of Enlighta's products require may seriously harm its business.*

Some of Enlighta's products require precise, high-quality manufacturing. Achieving precision and quality control requires skill and diligence by Enlighta's personnel as well as its vendors. Any failure on Enlighta's part to achieve and maintain these high manufacturing standards, including the incidence of manufacturing errors, design defects or component failures, could conceivably result in physical injury, harm or the death of end users of Enlighta's products, product recalls or withdrawals, delays or failures in product testing or delivery, cost overruns or other problems that could seriously harm Enlighta's business. Despite Enlighta's anticipated high manufacturing standards, Enlighta cannot completely eliminate the risk of errors, defects or failures. If Enlighta is unable to manufacture its products in accordance with necessary quality standards, or if Enlighta is unable to procure additional high-quality manufacturing facilities, Enlighta's business and results of operations may be negatively affected.

16. *Enlighta is dependent on its suppliers and manufacturers to meet existing regulations.*

Future suppliers and manufacturers could be subject to heavy government regulation. This may include the United States Food and Drug Administration (the "USFDA") Quality System Regulation compliance in the operation of their facilities, products and manufacturing processes and other foreign jurisdiction's equivalent regulatory organization. Any adverse action by the USFDA against Enlighta's suppliers or manufacturers could delay supply or manufacture of component products required to be integrated or sold with Enlighta's products. There are no assurances Enlighta will be successful in locating an alternative supplier or

manufacturer to meet product shipment or launch deadlines. As a result, Enlighta's sales, contractual commitments and financial forecasts may be significantly affected by any such delays.

17. *Enlighta's lack of production experience may delay the manufacture of its new products.*

Enlighta does not have significant experience in the manufacture of disposable equipment, components, instruments, tools and devices ("disposable products", "disposable kits" or "disposables"). There can be no assurance that Enlighta's current resources can handle a significant increase in orders for its products. Enlighta currently contracts with third-party manufacturers. No assurances can be made that such third-party manufacturers can be retained, or retained on terms favourable to Enlighta. The inability to have products manufactured by third parties at a competitive cost could erode anticipated margins for such products, and negatively affect Enlighta's profitability.

18. *Dependence on suppliers for disposable products and custom components may adversely affect Enlighta's production schedule.*

Enlighta obtains certain disposable products and custom components from a limited number of suppliers. If the supplier raises the price or discontinues production, Enlighta may have to find another qualified supplier to provide the item. If the supplier incurs interruptions in manufacturing as a result of equipment failure, labour unrest, loss of power, delays in delivery of raw materials or other reasons, there could be delays in the manufacture and delivery of Enlighta's products. In the event that it becomes necessary for Enlighta to find another supplier, Enlighta would first be required to qualify the quality assurance systems and product quality of that alternative supplier. Any operational issues with, or transfer between, qualified suppliers may affect the production schedule, therefore delaying revenues, and this may cause the cost of disposables or key components to increase.

To the extent there are increases in prices from Enlighta's suppliers or delays in production, it could have a material adverse effect on Enlighta's business, financial condition and results of operations.

19. *Enlighta's products may be subject to product recalls which may harm its reputation and divert its managerial and financial resources.*

The USFDA, and similar governmental authorities in other countries have the authority to order the mandatory recall of Enlighta's products or order their removal from the market if the governmental entity finds Enlighta's products could cause adverse health consequences or death. A government-mandated or voluntary recall by Enlighta could occur as a result of component failures, manufacturing errors or design defects (including labeling defects). Any recall of Enlighta's products may harm its reputation with customers, divert managerial and financial resources and negatively affect Enlighta's profitability.

20. *Quality problems with Enlighta's products or processes could harm its reputation for producing high quality products and decrease Enlighta's future revenues.*

Quality is extremely important to Enlighta and its customers due to the consequences of product failure. Future quality certifications and product performance during evaluations and validations are critical to the marketing success of Enlighta's products. If Enlighta fails to meet its customers' quality standards Enlighta's reputation could be damaged and Enlighta could lose current and potential customers. Enlighta's future revenues could decline as a result.

21. *Any disruption at Enlighta's places of business could delay revenues or increase its expenses.*

All of Enlighta's technical and management operations are conducted at offices in Beijing and Vancouver. A natural disaster, such as a fire, flood or earthquake, could cause substantial disruptions to Enlighta's operations, damage or destroy Enlighta's equipment and cause Enlighta to incur additional expenses.

22. *Failure to retain or hire key personnel may adversely affect Enlighta's ability to sustain or grow its business.*

Enlighta's ability to operate successfully and manage its potential future growth depends significantly upon retaining its existing key development, technical, clinical, regulatory, sales, marketing and managerial personnel and attracting and retaining highly qualified new personnel in these areas. Enlighta's future success partially depends upon the continued services of key technical and senior management personnel. The loss of the services of certain key individuals might significantly delay or prevent achievement of Enlighta's development or business objectives. The inability to retain or attract qualified personnel could have a significant negative effect upon Enlighta's efforts and thereby materially harm its business and future financial condition.

In addition, because Enlighta does not maintain "key person" life insurance on any of its officers, employees or consultants, any delay in replacing such Persons, or an inability to replace them with Persons of similar expertise, would have a material adverse effect on Enlighta's business, financial condition and results of operations.

23. *Growth may cause pressure on Enlighta's management and systems.*

Enlighta's future growth may cause significant pressure on Enlighta's management, and its operational, financial and other resources and systems. Enlighta's ability to manage its growth effectively will require Enlighta to implement and improve its operational, financial, development, and management information systems, hire new personnel and then train, manage and motivate these new employees. These demands may require the hiring of additional management personnel and the development of additional expertise within the existing management team. Any increase in resources devoted to research, product development and sales, marketing and distribution efforts without a corresponding increase in Enlighta's operational, financial and management information systems could have a material adverse effect on Enlighta's business, financial condition, and results of operations.

24. *Enlighta's use of scientific collaborators may cause delays.*

Enlighta has relationships in place with third-party scientific collaborators at academic and other institutions, some of whom conduct research at Enlighta's request or assist Enlighta in formulating its research and development strategy. These collaborators are not Enlighta's employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to Enlighta. These collaborators may also have arrangements with other companies to assist such other companies in developing technologies that may prove competitive to Enlighta. Due to these factors and other possible events, Enlighta could suffer delays in the research, development or commercialization of its products.

Risks Related to Financial Markets

25. *Enlighta may need to raise additional capital in the future to fund its operations.*

Enlighta may require substantial additional capital resources to further research and develop its products, obtain regulatory approvals and ultimately commercialize these products. Future cash requirements may vary materially from those expected if Enlighta elects to develop, acquire or license new technologies and products, or experiences operational delays or unexpected increases in costs related to regulatory approvals, manufacturing or the preparation, filing, prosecution, maintenance, defence and enforcement of patent claims.

Sources of additional funding include collaborations and licensing arrangements, public or private equity or debt financing.

If Enlighta's research and development, or commercialization activities do not show positive results, or if capital market conditions in general, or with respect to medical device or development stage companies in particular, are unfavourable, Enlighta may be unable to raise funds when needed or on acceptable terms.

Any additional equity financings may be dilutive to Enlighta's existing stockholders.

If sufficient capital is not available, Enlighta may be required to delay, reduce the scope of, eliminate or divest one or more of its development projects any of which could have a material adverse effect on Enlighta's business, financial condition, prospects, or results of operations.

26. *Enlighta Shares are subject to share price volatility.*

The stock market has from time to time experienced extreme price and volume volatility that is unrelated to the operating performance of particular companies. In addition, because of the nature of Enlighta's business, certain factors such as Enlighta's announcements, competition from developers of new medical devices or new technologies, government regulations, fluctuations in Enlighta's operating results, results of clinical trials, general market conditions, developments in patent and proprietary rights, sales of substantial amounts of Enlighta's stock by existing stockholders or insiders, and the departures of key personnel can have an adverse effect on the market price of Enlighta Shares.

Furthermore, any negative change in the public's perception of the prospects of medical and green technology companies in general could depress Enlighta's share price regardless of results.

As a result of this volatility, investors may not be able to sell their common stock at or above the price they acquired it.

27. *Current credit and financial market conditions may worsen certain risks affecting Enlighta's business.*

Enlighta relies upon third parties for certain aspects of its business, including collaboration partners, wholesale distributors, contract manufacturers and third-party developer. Due to the recent tightening of global credit and the volatility in the financial markets, there may be a delay or disruption in the performance or satisfaction of commitments to Enlighta by these third parties, which could adversely affect Enlighta's business.

28. *If securities analysts or industry analysts do not publish research or reports about Enlighta, or if they adversely change their recommendations regarding Enlighta Shares, Enlighta's stock price and trading volume could decline.*

The trading market for common shares of Enlighta will be influenced by research and reports that industry or securities analysts publish about Enlighta. If no or few analysts commence coverage of Enlighta, the trading price of Enlighta's stock could fall. Even if Enlighta does obtain analyst coverage, if one or more of the analysts who cover Enlighta downgrade their assessment of Enlighta Shares, Enlighta's stock price would likely decline. If one or more of these analysts cease coverage of Enlighta or fail to regularly publish reports on it, Enlighta could lose visibility in the financial markets, which in turn could cause Enlighta's stock price or trading volume to decline.

29. *The impact of the release of escrowed securities may negatively affect the market price of Enlighta Shares.*

The possible sale of common shares of Enlighta released from escrow on each release date could result in an excess of sellers of shares to buyers of shares. This could cause Enlighta's stock price to decline

Risks Associated with the Financial Results of Enlighta

30. *Enlighta currently has negative operating cash flow.*

Enlighta has had negative operating cash flow. There can be no certainty Enlighta will ever achieve or sustain profitability or positive cash flow from its operating activities. In addition, Enlighta's working capital and funding needs may vary significantly depending upon a number of factors including, but not limited to:

- the level of sales and gross profit;
- costs associated with development from its various operations;

- fluctuations in certain working capital items, including inventory and accounts receivable, that may be necessary to support the growth of Enlighta's business or new product introductions;
- progress of Enlighta's development programs and costs associated with completing clinical studies and other regulatory processes;
- collaborative license agreements with third parties;
- the cost of filing, prosecuting and enforcing Enlighta's patent claims or the patent claims of its licensors, and enforcing other intellectual property rights such as copyrights and trademarks;
- expenses associated with litigation;
- opportunities to in-license complementary technologies or potential acquisitions;
- potential milestone or other payments Enlighta may make to licensors or corporate partners; and
- technological and market developments that affect Enlighta's potential revenue levels or competitive position in the market place.

31. *Enlighta incurs expenditures in foreign currency and does not hedge against foreign currency risks.*

A portion of Enlighta's expenditures are in United States dollars and other foreign currencies and, therefore, Enlighta is subject to foreign currency fluctuations which may, from time to time, affect its financial position and results of operations.

32. *Expenses associated with clinical trials may cause earnings to fluctuate, which could adversely affect Enlighta's stock price.*

The clinical trials required for regulatory approval of some of Enlighta's products, that may be required to be conducted after approval, are very expensive. It is difficult to accurately predict or control the amount or timing of these expenses from quarter to quarter, and the USFDA and/or other regulatory agencies may require more clinical testing than Enlighta originally anticipated. Uneven and unexpected spending on these programs may cause Enlighta's operating results to fluctuate from quarter to quarter, and its stock price may decline.

Industry-Related Risks

33. *The medical technology industry is subject to significant regulation.*

Significant regulatory hurdles attend the introduction of new technologies in the medical technology industry. There is also intense market pressure for new technologies to be cost effective or to result in significant cost savings. These regulatory hurdles, as well as marketplace demands, increase the cost of innovation, as well as the potential risk of failure, both of which can have a material adverse effect on Enlighta's performance.

Potential investors should be aware of the risks, problems, delays, expenses and difficulties which Enlighta may encounter in light of the extensive regulatory environment within which Enlighta's business is conducted.

The process of obtaining necessary regulatory approval is lengthy, expensive and uncertain. Enlighta or its collaborators may fail to obtain the necessary approvals to commence or continue to manufacture or market Enlighta's products or potential products within a reasonable period of time, if at all. In addition, governmental authorities in Canada, the United States, or other countries may enact regulatory reforms or restrictions on the development of new medical devices that could adversely affect the regulatory environment in which Enlighta operates or product development takes place.

Any negative regulatory changes or delays may have an adverse effect on Enlighta's business, financial condition, prospects or results of operations.

34. *Enlighta and its customers are subject to various political, economic, and regulatory changes in the healthcare industry that could force Enlighta to modify how it develops and prices its components, manufacturing capabilities, and services.*

The healthcare industry is highly regulated and is influenced by changing political, economic and regulatory factors. Federal and local legislatures have periodically considered programs to reform or amend Canadian, U.S. and other healthcare systems at both the federal and local levels. Regulations affecting the healthcare industry, in general, and the medical technology industry in particular, are complex, change frequently and have tended to become more stringent over time. In addition, these regulations may contain proposals to increase governmental involvement in healthcare, lower reimbursement rates or otherwise change the environment in which healthcare industry participants, including medical technology companies, operate. While Enlighta is not aware of any legislation or regulations specifically targeting the medical device industry that are currently pending, any such regulations could impair Enlighta's ability to operate profitably. In addition, any failure by Enlighta to comply with applicable government regulations could also result in the cessation of portions or all of Enlighta's operations, impositions of fines and restrictions on Enlighta's ability to continue or expand its operations.

35. *Enlighta's business is heavily regulated, resulting in increased costs of operations and delays in product sales.*

Some of Enlighta's products may require USFDA approval or clearance to sell in U.S., and other countries respectively, and may require approvals from comparable agencies to sell in foreign countries. These authorizations may limit the U.S. or foreign markets in which Enlighta's products may be sold. Failure to comply with these quality system requirements and regulations may subject Enlighta to delays in production while it corrects deficiencies found by the USFDA as a result of any audit of its quality system. If Enlighta is found to be out of compliance, it could receive a warning letter from the USFDA or even be temporarily shut down in manufacturing while the non-conformances are rectified.

36. *Competition in Enlighta's industry is intense and will likely involve commercial rivals possessing far more resources than those currently available to Enlighta.*

Enlighta is seeking to develop a competitive advantage in the medical technology applications of its products, but there are many competitors that are substantially larger and that possess greater financial resources and more personnel than those currently available to Enlighta. These larger and better-financed medical technology companies may choose to enter this market as it develops. Enlighta expects physician inertia and skepticism to also be a significant barrier as Enlighta attempts to gain market penetration with its future products. Enlighta may need to finance lengthy clinical studies in order to overcome this inertia.

Larger, better financed industry competitors entering the market and physician and consumer inertia in adoption of the technology may adversely affect Enlighta's business, financial condition, prospects or results of operations.

37. *Influence by the government and insurance companies may adversely affect sales of Enlighta's products.*

Enlighta's business may be materially affected by continuing efforts by government, third party payers, and private health insurance plans, to reduce the costs of healthcare. For example, in certain foreign markets, the pricing of and profit margins on certain healthcare products are subject to government controls. In addition, increasing emphasis on managed care in Canada and the U.S. will continue to place pressure on the pricing of healthcare products. As a result, continuing efforts to contain healthcare costs may result in reduced sales of or price reductions for Enlighta's products. To date, Enlighta is not aware of any direct impact on Enlighta's pricing or product sales due to such efforts by governments to contain healthcare costs, and Enlighta does not anticipate any immediate impact in the near future.

38. *Product liability and uninsured risks may adversely affect Enlighta's continuing operations.*

Enlighta operates in an industry susceptible to significant product liability claims. The nature of Enlighta's business exposes it to potential liability risks inherent in the testing, manufacturing and marketing of medical technology. There can be no assurance that users will not claim that effects other than those intended have resulted from Enlighta's products. Component failures, manufacturing flaws, quality system failures, design

defects, inadequate disclosure of product related risks or product related information or other safety issues with respect to the current or future products Enlighta manufactures or sells could result in an unsafe condition or injury to, or death of, a user. Enlighta may be liable if any of its products causes injury, illness or death. There can be no guarantee that product liability lawsuits will not be brought against Enlighta even if such products have been used for their approved purposes and appropriate labels have been included.

These claims may be brought by individuals seeking relief or by groups seeking to represent a class. Enlighta may also be required to recall certain of its products should they become damaged or if they are defective.

Product liability insurance for the medical products industry is generally expensive, if available at all. Enlighta has not yet sought to obtain product liability coverage and there can be no assurance that it will be able to obtain such coverage on acceptable terms, or that any insurance policy obtained will provide adequate protection against potential claims. Enlighta does not have insurance covering the costs and losses as a result of product recalls.

Enlighta is not aware of any product liability claim against it. However, product liability claims may be asserted against it in the future based on events Enlighta is not aware of at the present time.

A successful product liability claim brought against Enlighta may exceed any insurance coverage secured, may reduce the demand for Enlighta's products, and could have a material adverse effect on Enlighta's results or ability to continue marketing its products.

Regulatory Risks

39. *The medical technology industry includes significant regulation which can delay the time to market of new products.*

Even if Enlighta does develop a safe and effective product and obtain the necessary regulatory approvals, the process may take years. Due to the competitive and rapidly changing nature of the medical technology industry, delays increase the risk that products will not be successfully marketed or achieve market acceptance; or will not be preferable to existing or newly developed products marketed at that time by third parties.

In addition, by the time Enlighta's products are ready to be commercialized, what Enlighta believes to be the market for these products may have changed. Any estimates referenced herein to the size of any potential market may not accurately reflect the true market or market prices for such products or the extent to which such products, if successfully developed, will actually be sold to or used by end customers.

If Enlighta's technology and products do not result in commercially successful products, Enlighta's business could be adversely affected.

40. *Enlighta cannot market some of its products until it receives regulatory approval.*

Enlighta must comply with extensive government regulations in order to obtain and maintain marketing approval for some of its products. The process of obtaining regulatory approval is lengthy, expensive and uncertain. For example, in the United States, the USFDA imposes substantial requirements on the introduction of many medical devices through lengthy and detailed laboratory and clinical testing procedures, sampling activities and other costly and time-consuming procedures. Satisfaction of these requirements typically takes several years and the time required to do so may vary substantially based upon the type and complexity of the medical device. In addition, products that Enlighta believes should be classified as medical devices for purposes of the USFDA regulatory pathway may be determined by the USFDA to be biologic products subject to the satisfaction of significantly more stringent requirements for USFDA approval. Any difficulties that Enlighta encounters in obtaining regulatory approval may have a substantial adverse impact on Enlighta's business and cause its stock price to significantly decline.

Moreover, approval by the USFDA does not ensure approval by regulatory authorities in other countries, and approval by one foreign regulatory authority does not ensure approval by regulatory authorities in other foreign countries or by the USFDA. Enlighta may not be able to file for, and may not receive, necessary regulatory approvals to commercialize its products in any foreign market, which could adversely affect Enlighta's business prospects.

Enlighta has no assurances that it will obtain USFDA or foreign regulatory approval to market any of its products for any use, in a timely manner or at all. If Enlighta fails to obtain regulatory approval of any of its products for at least one use, Enlighta will not be permitted to market its products and may be forced to cease operations.

Even if some of Enlighta's products receive regulatory approval, these approvals may be subject to conditions, and Enlighta and its third party manufacturers may therefore be subject to significant ongoing regulatory obligations and oversight with respect to the manufacturing, marketing and sale of Enlighta's products.

Moreover, conditions of approval, such as limitations on product end users, may significantly affect Enlighta's ability to commercialize the product and may make it difficult or impossible for Enlighta to market a product profitably. Changes Enlighta may desire to make to an approved product may require further regulatory review and approval, which could prevent Enlighta from updating or otherwise changing an approved product. If Enlighta's products are approved by the USFDA or other regulatory authorities for use, or treatment of diseases, regulatory labeling may specify that Enlighta's products be used in conjunction with other therapies.

Once obtained, regulatory approvals may be withdrawn and can be expensive to maintain. Regulatory approval may be withdrawn for a number of reasons, including the later discovery of previously unknown problems with the product. Regulatory approval may also require costly post-marketing follow-up studies, and failure of Enlighta's products to demonstrate sufficient efficacy and safety in these studies may result in either withdrawal of marketing approval or severe limitations on permitted product usage. In addition, numerous additional regulatory requirements relating to, among other processes, labeling, packaging, adverse event reporting, storage, advertising, promotion and record-keeping will also apply. Furthermore, regulatory agencies subject a marketed product, its manufacturer and the manufacturer's facilities to continual review and periodic inspections. Compliance with these regulatory requirements is time consuming and requires the expenditure of substantial resources.

Any regulatory approval issues, delays, conditions, ongoing regulations and withdrawals may adversely affect Enlighta's business, financial condition, prospects or results of operations.

41. *If any of Enlighta's products is approved, Enlighta will be required to report certain adverse events involving its products to the USFDA or other such regulatory authorities, to provide updated safety and efficacy information, and to comply with requirements concerning the advertisement and promotional labeling of its products.*

Even if Enlighta obtains the necessary regulatory approvals to market its products for use, any adverse results, circumstances or events that are subsequently discovered, could require that Enlighta cease marketing the product for that use, or treatment of disease, or expend money, time and effort to ensure full compliance, which could have a material adverse effect on Enlighta's business.

42. *If Enlighta's products do not comply with applicable laws and regulations, Enlighta's business will be harmed.*

Any failure by Enlighta, or by any third parties that may manufacture or market Enlighta's products, to comply with the law, including statutes and regulations administered by Canadian, U.S. or foreign regulatory authorities, could result in, among other things, warning letters, fines and other civil penalties, suspension of regulatory approvals and the resulting requirement that Enlighta suspend sales of its products, refusal to approve pending applications or supplements to approved applications, export or import restrictions,

interruption of production, operating restrictions, closure of the facilities used by Enlighta or third parties to manufacture Enlighta's products, injunctions or criminal prosecution. Any of the foregoing actions could have a material adverse effect on Enlighta's business.

43. *Enlighta may be slow to adapt, or Enlighta may not be able to adapt, to changes in existing regulatory requirements or adoption of new legal or regulatory requirements or policies.*

Later discovery of previously unknown problems with Enlighta's products, manufacturing processes, or failure to comply with regulatory requirements, may result in:

- voluntary or mandatory recalls;
- voluntary or mandatory patient or physician notification;
- withdrawal of product approvals;
- product seizures;
- restrictions on, or prohibitions against, marketing Enlighta's products;
- restrictions on importation of Enlighta's products;
- fines and injunctions;
- civil and criminal penalties;
- exclusion from participation in government programs; and
- suspension of review or refusal to approve pending applications.

If a regulatory authority determines that Enlighta or any of its manufacturing or other partners are not in compliance with applicable requirements, it may issue a notice of inspectional observations. If the observations are significant, Enlighta may have to devote significant resources to respond and undertake appropriate corrective and preventative actions, which could adversely affect Enlighta's business prospects.

44. *Enlighta may not be able to obtain required approvals in other countries.*

The requirements governing the conduct of clinical trials and marketing of Enlighta's products outside Canada and the United States vary widely from country to country. Foreign approvals may take longer to obtain than USFDA approvals and can require, among other things, additional testing and different clinical trial designs. Foreign regulatory approval processes generally include all of the risks associated with the USFDA approval processes. Some foreign regulatory agencies also must approve prices of the products. Regulatory approval in one country does not ensure regulatory approval in another, but a failure or delay in obtaining regulatory approval in one country may negatively affect the regulatory process in others. Enlighta may not be able to file for regulatory approvals and may not receive necessary approvals to market its products in any foreign country. If Enlighta fails to comply with these regulatory requirements or fails to obtain and maintain required approvals in any foreign country, Enlighta will not be able to sell its products in that country and Enlighta's ability to generate revenue will be adversely affected.

Public Company Risks

45. *Enlighta is controlled by its current officers, directors and principal shareholders.*

Enlighta's directors, executive officers, principal stockholders and their affiliates beneficially own a significant percentage of the outstanding shares of common stock. As a result, these stockholders, acting together, would have the ability to control the outcome of matters submitted to Enlighta's stockholders for approval. This would include the election of Enlighta Board, and approval of matters dealing with the merger, consolidation or sale of all or substantially all of Enlighta's assets.

In addition, these stockholders, acting together, would have the ability to control the management and affairs of Enlighta. Accordingly, this concentration of ownership might harm the market price of Enlighta's common stock by:

- delaying, deferring or preventing a change in corporate control;

- impeding a merger, consolidation, takeover or other business combination involving Enlighta; or
- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of Enlighta.

46. *The requirements of being a public company may strain Enlighta's resources, divert management's attention and affect Enlighta's ability to attract and retain qualified board members.*

Continued compliance with the reporting requirements of the Exchange is anticipated to be a drain to Enlighta's financial resources, potentially making some future activities more difficult, time-consuming or costly. In addition to filing annual (audited) and quarterly financial statements and material change reports required by the Canadian Securities Administrators, Enlighta is required to comply with the Policies of the Exchange and pay fees associated with such Exchange filings. Enlighta's management team and other personnel will need to devote a substantial amount of time to compliance initiatives and to meeting the obligations that are associated with being a public Company, which may divert attention from other business concerns. These obligations, in turn, could have a material adverse effect on Enlighta's business, financial condition and results of operations.

In addition, legal, accounting and other expenses associated with public Company reporting requirements have increased significantly in the past few years. Enlighta anticipates that general and administrative costs associated with regulatory compliance will continue to increase with recently adopted or amended corporate governance requirements

47. *Future financing may have a dilutive effect on existing shareholders.*

The completion of any future equity financing may result in substantial dilution to Enlighta's shareholders.

48. *Enlighta's directors may from time to time have conflicts of interest.*

Directors of Enlighta may, from time to time, serve as directors of, or participate in ventures with other companies, or have shareholdings in other companies and, to the extent that such other companies may participate in ventures in which Enlighta may participate, conflicts of interest may arise which may be harmful to Enlighta's interests. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the BCBCA and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

49. *It may not be possible for foreign investors and Canadian investors to enforce actions against Enlighta, and its directors and officers.*

Enlighta is a corporation organized under the laws of the British Virgin Islands. Some of the directors and officers, as well as Dale Matheson Carr-Hilton Labonte LLP, Enlighta's auditor, reside principally in Canada while some reside outside of Canada. Because all or a substantial portion of Enlighta's assets and the assets of some of these persons are not located in Canada, it may not be possible for foreign investors or Canadian investors to effect service of process from outside of Canada upon Enlighta or those Persons. Furthermore, it may not be possible to enforce against Enlighta foreign judgments obtained in courts outside of Canada based upon the civil liability provisions of the securities laws or other laws in those jurisdictions.

50. *Enlighta has never declared or paid a dividend.*

Enlighta has never declared or paid any dividends on the common shares. Enlighta currently intends to retain its future earnings, if any, to finance further development and the expansion of Enlighta's business. As a result, the return on an investment in Enlighta's common shares will depend upon any future appreciation in value. There is no guarantee that the common shares will appreciate in value or even maintain the price at which shareholders have purchased their shares.

51. *Enlighta's technologies are vulnerable to damage and failure.*

Despite the implementation of security measures, Enlighta's internal computer systems are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failure. Any system failure, accident or security breach that causes interruption in Enlighta's operations could result in a material disruption of its projects. To the extent that any disruption or security breach results in a loss or damage to Enlighta's data or applications, or inappropriate disclosure of confidential or proprietary information, Enlighta may incur liability as a result. In addition, Enlighta's technologies program may be adversely affected and the further development of its technologies may be delayed. Enlighta may also incur additional costs to remedy the damages caused by these disruptions or security breaches.

52. *Enlighta and/or its directors may be subject to a variety of civil or other legal proceedings.*

Enlighta and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. Enlighta does not know of any such pending or actual legal proceedings as of the date of this MD&A.

Related Party Risk

53. *Enlighta and related licensing companies, management companies and other companies have certain directors and officers in common and conflicts of interest may arise.*

Enlighta relies on related companies to conduct all of the Company's development and administration. The licenses allow Enlighta to use patented and patent-pending technology. Failure to maintain licenses in good standing will have a material adverse effect on the business of Enlighta.

ADDITIONAL INFORMATION

Additional information about the Company is available for viewing on SEDAR at www.sedar.com.

For further information, please call 604-200-8028.