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Management Discussion and Analysis for the Period Ended December 31, 2008

The following discussion and analysis of the operations, results, and financial position of the company for the period ended December 31, 2008 should be read in conjunction with the December 31, 2008 unaudited financial statements and the related notes. The effective date of this report is February 20, 2009. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the company can be found on the Sedar website at www.sedar.com. The company's website can be found at www.pyng.com.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Business Description

Pyng Medical Corp. (“Pyng”) maintains an office at Unit 7, 13511 Crestwood Place, Richmond, BC V6V 2E9. The Company’s registered and records office is located at 15th Floor, 1055 West Georgia Street, Vancouver, B.C. V6E 4N7

Pyng is a reporting issuer in British Columbia and Alberta. Its common shares trade on the TSX Venture Exchange under the symbol PYT.

Pyng has researched, developed and commercialized a proprietary intraosseous infusion system, the Pyng **FAST1®** Intraosseous Infusion System, which has been granted numerous patents in the United States, Mexico, Canada and Europe.

Pyng Medical Corp. holds U.S. FDA and Canadian Health Protection Branch approval and CE Marking from the European Ministry of Health and Regulatory Affairs to market the **FAST1®** Intraosseous Infusion (IO) System in North America and Europe. The **FAST1®** Intraosseous Infusion System allows pre-hospital and hospital emergency care to quickly establish intravenous access when normal peripheral interventions fail. The **FAST1®** Intraosseous Infusion System enables rapid administration of drugs and fluids to patients that require critical emergency treatment resulting in saving of lives. The **FAST1®** was developed by Pyng and is the first FDA-approved intraosseous infusion system designed specifically for use in the sternum in adult emergency intervention. **FAST1®** is the world’s leading sternal IO system.

The **FAST1®** Intraosseous Infusion System is designed for use by military medics, civilian paramedics, physicians, physician assistants, and nurses. It is used curbside at the scene of medical emergencies, in ambulances, on board emergency medical aircrafts, in hospital emergency departments and on hospital “CRASH” carts.

Key performance specifications of the **FAST1®** Intraosseous Infusion System:

1. Delivers drugs to the heart 2 – 3 times faster than tibial IO.
2. Fastest route to the heart of any vascular access device, including IV.
3. Precise placement, every time.
4. Automatic depth control, for safety of delivery above the lungs and heart.
5. Simplicity of use.
6. Sterile, single-use product, completely disposable, with no risk of cross-contamination.
7. Soft, low-profile flexible and secure tubing.
8. Sleek, lightweight design allows portability in medic’s packs.

In June 1, 2008, the Company expanded its product portfolio four-fold by acquiring the trauma assets of California-based Bio Cybernetics International (BCI), including the market leading **T-POD®** Pelvic Stabilizer, **MAT®** Tourniquet and **CRIC™** Cricothyrotomy System.

Results of Operations

The Company's sales for the fiscal 2009 first quarter ended December 31, 2008 was \$1,633,985 (2008: \$1,311,207); resulting in a 25% increase in sales over the same period in fiscal 2008. Our flagship product the **FAST1®** Intraosseous Infusion System is the largest selling Sternal IO System with over 170,000 units shipped to-date.

Cost of sales for the first quarter of fiscal 2009 was \$468,833 (2008: \$404,691) providing a gross margin of \$1,165,152 or 71% (2008: \$906,517 or 69%).

Total operating expenses (excluding cost of sales, amortization and stock based compensation) of \$1,064,636 for the quarter ended December 31, 2008 have increased compared to \$725,179 for the same quarter for 2007. On a percentage basis, operating expenses increased from 55% of sales for the quarter ended December 31, 2007 to 65% for the quarter ended December 31, 2008.

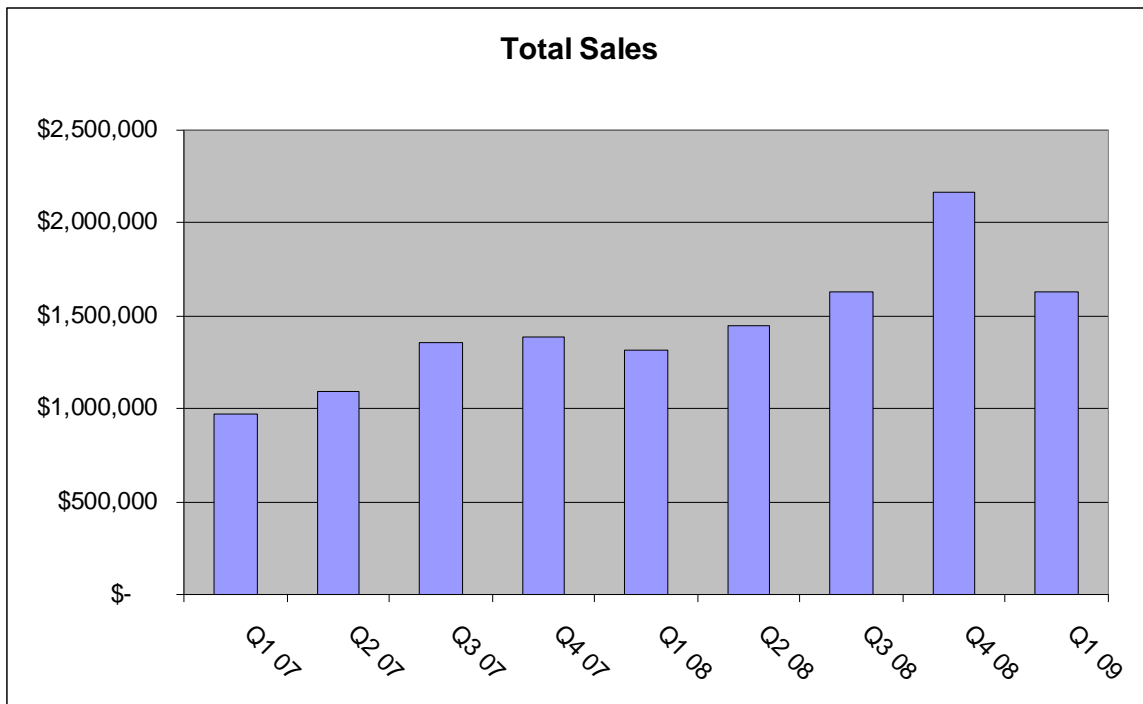
Net loss after tax for the quarter ended December 31, 2008 was \$45,989 (2008: income \$57,119) resulting in cash outflow of \$436,441 (2008: inflow \$10,207).

The Company sells its products in the U.S., Europe and Australia through distributors. The Company's principal North American distributor is responsible for the majority of **FAST1®** sales throughout the United States. This well-established national distributor is the largest EMS distributor in the US, serving all states and the Department of Defense. Although this could be construed as a business risk, all of the Company's accounts receivable are in fact insured and as a result the company has little financial exposure. Should this distributor encounter financial problems, its clients would reasonably be expected to transact their purchases through one of our other distributors, resulting in minimal impact on Pyng.

Summary of Quarterly Results

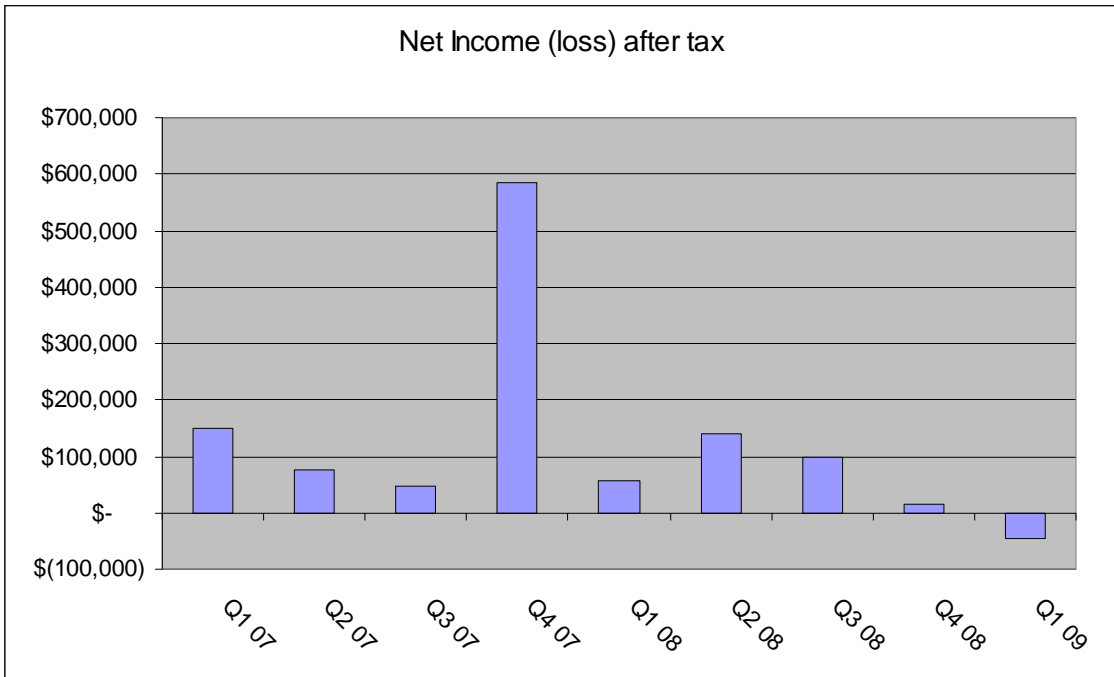
The following tables and charts set out selected quarterly information for the last nine quarters.

Total Sales				
	Q1	Q2	Q3	Q4
2007	\$ 967,456	\$ 1,097,469	\$ 1,356,251	\$ 1,386,529
2008	\$ 1,311,207	\$ 1,444,769	\$ 1,624,967	\$ 2,168,645
2009	\$ 1,633,985			



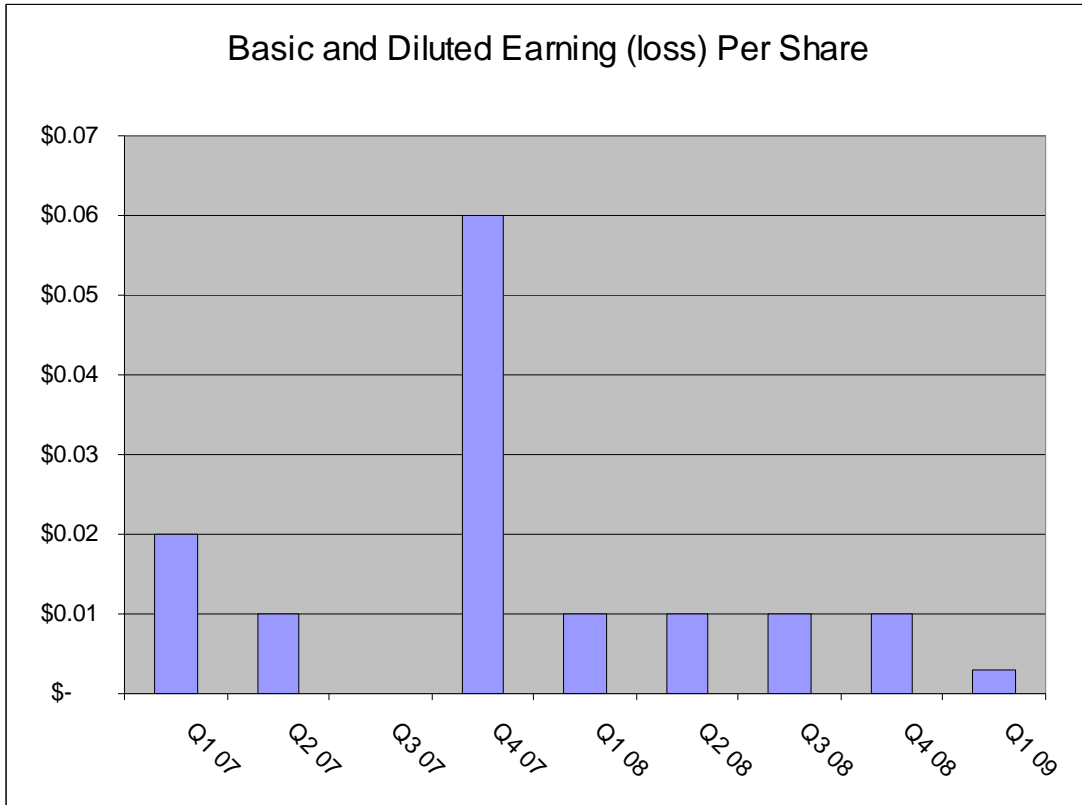
Summary of Quarterly Results (Continued)

NET INCOME (LOSS) AFTER TAX				
	Q1	Q2	Q3	Q4
2007	\$ 149,834	\$ 77,429	\$ 47,685	\$ 583,840
2008	\$ 57,119	\$ 138,722	\$ 97,573	\$ 16,111
2009	\$ (45,989)			



Summary of Quarterly Results (Continued)

Basic and Diluted Earnings (loss) Per Share				
	Q1	Q2	Q3	Q4
2007	\$ 0.02	\$ 0.01	\$ 0.00	\$ 0.06
2008	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01
2009	\$ 0.00			



Liquidity and Solvency

At December 31, 2008, the Company had a negative working capital of \$236,188 (2008: \$1,666,326). The decrease in working capital was due to greater investment on product development during the period ended December 31, 2008 and commitments on certain milestone payments from an acquisition of assets during the fiscal year of 2008. As at December 31, 2008, \$780,788 was included in accrued liabilities for the commitments on the milestone payments.

The Company is exposed to liquidity risk as its continued operations are dependent upon the Company realizing its accounts receivable to satisfy its liabilities as they become due.

To manage the company's liquidity risk, customer credit evaluations are based on information obtained from trade references, bank reports, and periodic review of customers' payment patterns to ensure irregularities are addressed promptly. The Company also acquires accounts receivable insurance coverage to mitigate collection risks.

Related Party Transactions

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties

(a) Payment to directors

During the period ended December 31, 2008, consulting fees of \$37,125 (2008 - \$22,453) and directors fees of \$24,049 (2008 - \$5,998) were paid or accrued to the directors of the Company.

As at December 31, 2008, \$29,249 (2008 - \$5,663) was owing to directors for consulting fees and expense reimbursements. The amount is included in accounts payable.

(b) The following are the contractual commitments with related parties:

As at December 31, 2008, the Company did not have contractual commitments with directors.

Off Sheet Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in operations in the period in which they become known.

In light of these requirements, management reviewed in 2008 the basis used for the amortization of Deferred Product Development Costs. Management concluded that, based on current sales volume projections, the unamortized deferred product development costs at the beginning of 2009 should be amortized on a per unit basis based on the sales volume projection for the next six years.

Stock-based Compensation

As of October 1st, 2003, the Company adopted the CICA Handbook Section 3870, the standard for stock-based compensation and other stock-based payments which establishes standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments made in exchange for goods and services provided by employees and non-employees. The standard requires that a fair-value-based method of accounting be applied to all stock-based payments to non-employees and to employee awards that are direct awards of stock that call for settlement in cash and other assets or are stock appreciation rights that call for settlement by the issuance of equity instruments.

The company has prospectively applied the fair value based method to all stock options granted on or after October 1, 2003.

International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Outstanding Share Data

The Company has one class of common shares. As at December 31, 2008 there were 12,001,583 common shares issued and outstanding. As at February 20, 2009, the effective date of this report, there are 12,001,583 common shares issued and outstanding.

A summary of stock option activities for the quarter ended December 31, 2008 and for the fiscal year ended 2008 are presented as follows:

	December 31, 2008		September 30, 2008	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding, beginning of year	1,050,000	\$ 0.44	1,020,000	\$ 0.47
Granted	-	-	240,000	0.49
Exercised	-	-	(60,000)	0.42
Expired	-	-	(150,000)	0.75
Forfeited	-	-	-	-
Outstanding, end of period	<u>1,050,000</u>	<u>\$ 0.44</u>	<u>1,050,000</u>	<u>\$ 0.44</u>

Outstanding Share Data (Continued)

As at December 31, 2008, the following stock options were outstanding:

NUMBER OF OPTIONS	OPTIONS OUTSTANDING		OPTIONS EXERCISABLE NUMBER OF OPTIONS
	EXERCISE PRICE	EXPIRY DATE	
280,000	\$ 0.45	May 23, 2011	280,000
20,000	\$ 0.43	July 16, 2011	20,000
20,000	\$ 0.42	August 14, 2011	20,000
10,000	\$ 0.34	August 21, 2011	10,000
300,000	\$ 0.40	November 19, 2011	300,000
60,000	\$ 0.35	December 12, 2011	60,000
20,000	\$ 0.46	May 6, 2012	20,000
50,000	\$ 0.50	September 11, 2012	33,333
50,000	\$ 0.49	September 20, 2012	33,333
15,000	\$ 0.48	October 14, 2012	10,000
80,000	\$ 0.49	June 1, 2013	26,667
60,000	\$ 0.56	June 12, 2013	20,000
20,000	\$ 0.54	June 18, 2013	6,667
5,000	\$ 0.43	September 1, 2013	-
60,000	\$ 0.41	September 8, 2013	-
<u>1,050,000</u>			<u>840,000</u>

Economic Dependence

The Company presently derives a substantial amount of its revenue from one distributor which contributed approximately 76% (2008 - 82%) of revenue for period ended December 31, 2008. The sales are made to the distributor under a distributorship agreement. The non-renewal or cancellation of the contract could have a material adverse short-term impact on the Company.

Amounts owing from one distributor comprised 75% (2008 - 84%) of the accounts receivable balance at December 31, 2008.

Contingencies

During the fiscal year of 2008, the Company was made aware of a potential legal claim arising in the ordinary course of business. As at December 31, 2008, there have been no legal proceedings filed against the Company. In the opinion of management, the ultimate outcome of the potential claim and the amount of the claim, if any, is not determinable; and the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations, or cash flows. Accordingly, no provision has been recorded in the accounts as at December 31, 2008.