



T: 604-303-7964 7-13511 Crestwood Place
F: 604-303-7987 Richmond BC V6V 2E9 Canada
1-800-349-7964 www.pyng.com

Management Discussion and Analysis for the Period Ended June 30, 2008

The following discussion and analysis of the operations, results, and financial position of the company for the period ended June 30, 2008 should be read in conjunction with the June 30, 2008 unaudited financial statements and the related notes. The effective date of this report is July 31, 2008. 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, or 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.

Third Quarter Fiscal 2008 Summary of Activities and Business Results

- P yng Expands Product Portfolio and Enhances Management Team.
- P yng Medical Acquired trauma asset from Bio Cybernetics.
- P yng Medical Receives US FDA and Health Canada Clearance For Expanded Use of FAST1™

Results of Operations

The Company sales for the fiscal 2008 third quarter ended June 30, 2008 was \$1,624,967 (2007: \$1,356,251); resulting in a 20% increase in sales over the same period in fiscal 2007. On a year to date basis, sales were \$4,380,943 (2007: \$3,421,176) which was a 28% increase over 2007. Our flagship product the **FAST1™** Adult Intraosseous Infusion System is the largest selling Sternal IO System with over 146,000 units shipped to-date.

Cost of sales for the third quarter of fiscal 2008 was \$465,412 (2007: \$427,810) providing a gross margin of \$1,159,555 or 71% (2007: \$928,441 or 68%). On a year to date basis, cost of sales was \$1,304,105 (2007: \$1,035,668) providing a gross margin of 3,076,838 or 70% (2007: \$2,385,508 or 70%).

Total operating expenses (excluding cost of sales, amortization and stock based compensation) of \$922,528 for the quarter ended June 30, 2008 have increased compared to \$744,596 for the same quarter in fiscal 2007. On a percentage basis, operating expenses was 57% of sales for the quarter ended June 30, 2008 compared to 55% for the quarter ended June 30, 2007. On a year to date, total operating expenses (excluding cost of sales, amortization and stock based compensation) were \$2,353,382 or 54% of sales compared to \$1,743,305 or 51% of sales for 2007. The increase was largely due to expenditures associated with strategic initiatives for geographical expansion and market penetration.

Net income after tax for the quarter ended June 30, 2008 was \$97,573 (2007: \$47,684); an increase of 105% over the same period in fiscal 2007. Year to date, net income after tax was \$293,414 (2007: \$274,948) which was a 7% increase over 2007. Cash outflows of \$723,611 have increased compared to outflows of \$92,714 for the same quarter in fiscal 2007. Year to date, cash outflows of \$666,357 has also increased compared to outflows of \$24,023 for 2007. This was attributed to investment in the trauma product line to expand the company's product portfolio.

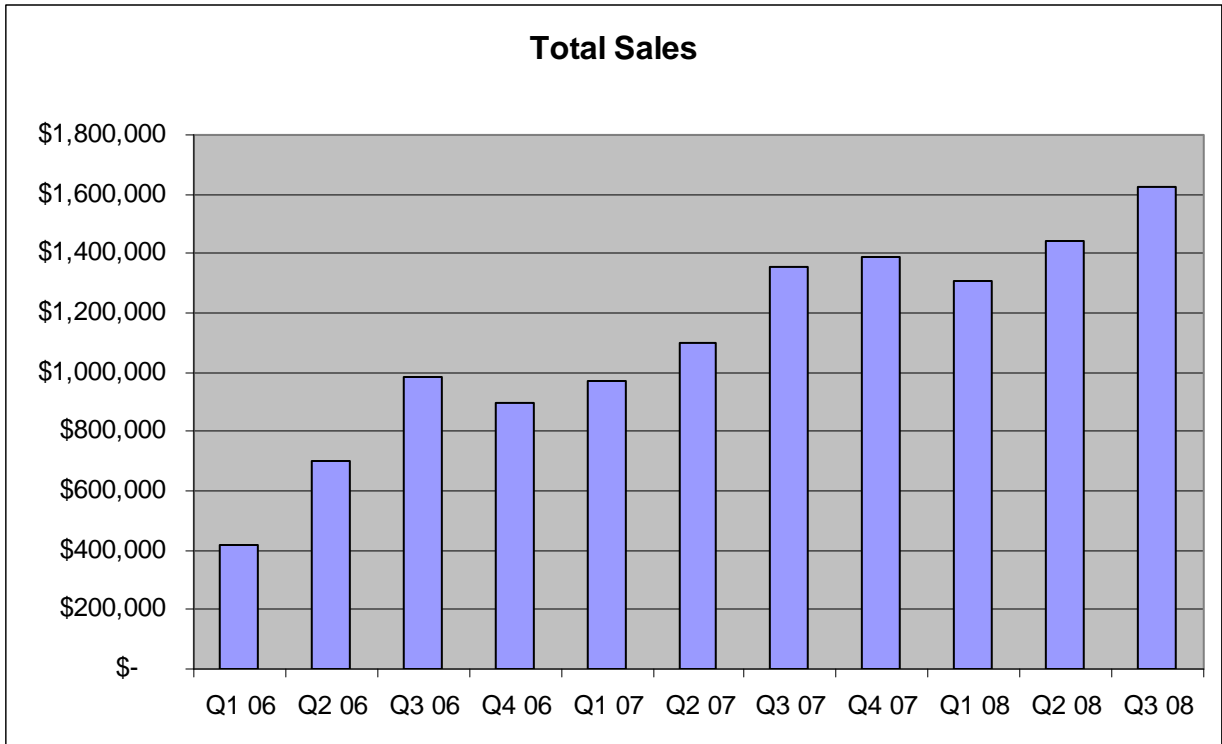
The Company sells its products in the U.S., Europe and Australia through distributors. The company's principal North American distributor is responsible for the majority of **FAST1™** sales throughout the United States. This well-established national distributor is the largest EMS distributor in the US, serving all states and the Department of

Defense. Although this could be construed as a business risk, all 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 move their purchases to one of our other distributors, resulting in minimal impact on the Company.

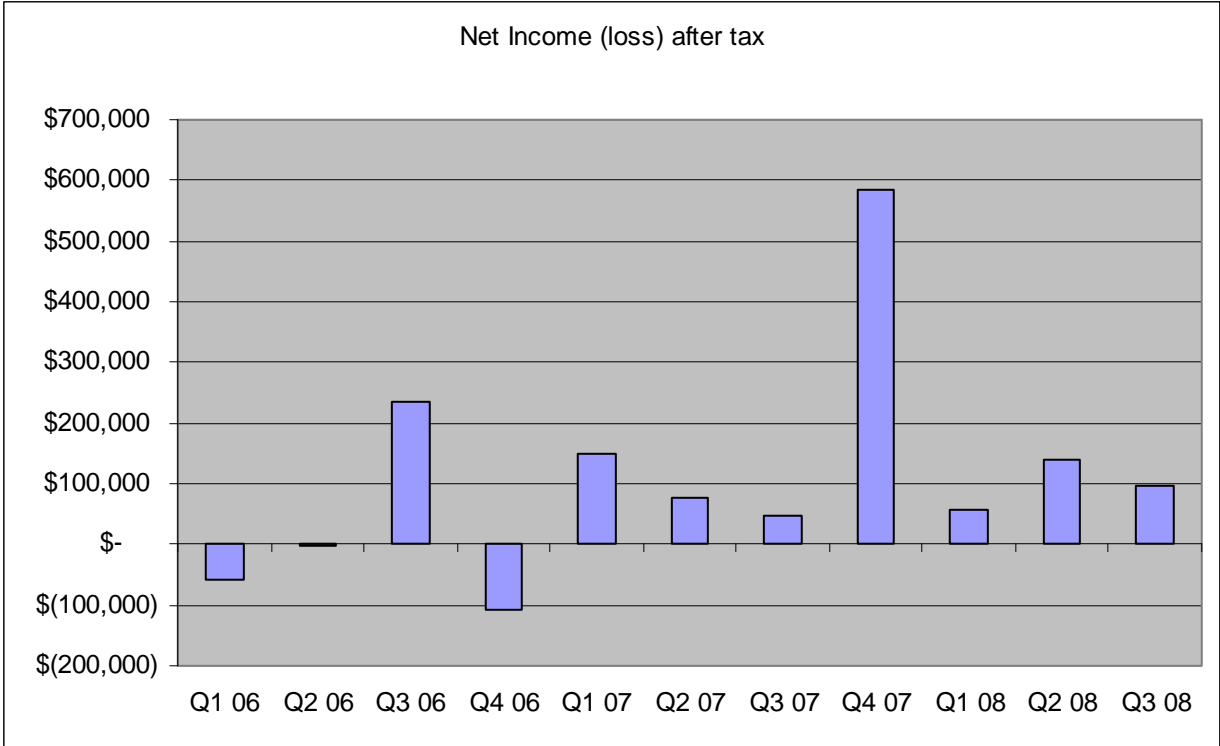
SUMMARY OF QUARTERLY RESULTS

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

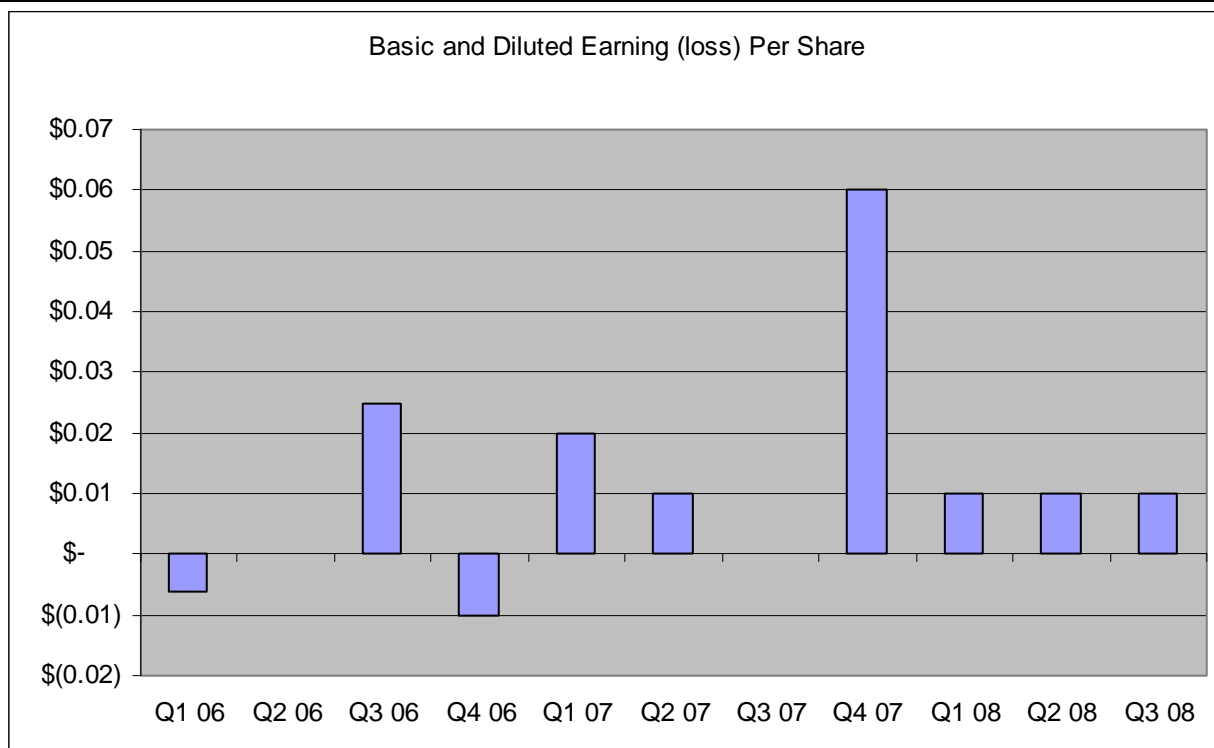
Total Sales				
	Q1	Q2	Q3	Q4
2006	\$ 416,191	\$ 703,336	\$ 985,210	\$ 893,406
2007	\$ 967,456	\$ 1,097,469	\$ 1,356,251	\$ 1,386,529
2008	\$ 1,311,207	\$ 1,444,769	\$ 1,624,967	



NET INCOME (LOSS) AFTER TAX				
	Q1	Q2	Q3	Q4
2006	\$ (57,190)	\$ (1,661)	\$ 235,966	\$ (108,317)
2007	\$ 149,834	\$ 77,429	\$ 47,685	\$ 583,840
2008	\$ 57,119	\$ 138,722	\$ 97,573	



Basic and Diluted Earnings (loss) Per Share				
	Q1	Q2	Q3	Q4
2006	\$ (0.01)	\$ 0.00	\$ 0.03	\$ (0.01)
2007	\$ 0.02	\$ 0.01	\$ 0.00	\$ 0.06
2008	\$ 0.01	\$ 0.01	\$ 0.01	



Liquidity and Solvency

At June 30, 2008, the Company had a working capital of \$968,062 (2007: \$1,379,830). The decrease was attributed to investment in the trauma product line to expand the company's product portfolio.

The Company is exposed to liquidity risk as its continued operations are dependent upon the Company realizing its account 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

- (a) 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.

Payment to directors

During the period ended June 30, 2008, consulting fees of \$4,085 (2007: \$39,817), directors fees of \$21,978 (2007: \$Nil), and commission of \$Nil (2007: \$34,619) were paid or accrued to the directors of the Company.

As at June 30, 2008, \$7,444 (2007: \$34,619) was owing to directors for consulting fees and expense reimbursements.

- (b) Contractual Commitments with Directors

The Company had a consulting contract with a director to pay \$55,000 per year in consulting fees. The contract expired on February 29, 2008

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 the light of these requirements, management reviewed in 2007 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 2008 should be amortized on a per unit basis based on the sales volume projection for the next seven 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 new standard permitted the Company to continue its existing policy of recording no compensation cost on the grant of stock options to employees but to disclose on a pro forma basis net earnings and earnings per share had the Company adopted the fair value method for accounting for options granted to employees. No restatement of prior periods was required as a result of the adoption of the new standard.

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

Outstanding Share Data

The Company has one class of common shares. As at June 30, 2008 there were 12,201,583 common shares issued and outstanding. As at July 31, 2008, the effective date of this report, there are 12,201,583 common shares issued and outstanding.

A summary of stock option activities for the years presented is as follows:

	<u>June 30, 2008</u>		<u>September 30, 2007</u>	
	<u>NUMBER</u>	<u>WEIGHTED AVERAGE EXERCISE PRICE</u>	<u>NUMBER</u>	<u>WEIGHTED AVERAGE EXERCISE PRICE</u>
Outstanding, beginning of year	1,020,000	\$ 0.47	900,000	\$ 0.53
Granted	175,000	0.52	520,000	0.41
Exercised	(40,000)	0.45	(40,000)	0.45
Expired	(150,000)	0.75	(60,000)	0.75
Forfeited	(20,000)	0.36	<u>(300,000)</u>	0.51
Outstanding, end of period	<u>985,000</u>	\$ 0.44	<u>1,020,000</u>	\$ 0.47

As at June 30, 2008, the following stock options were outstanding:

OPTIONS OUTSTANDING			OPTIONS EXERCISABLE
NUMBER OF SHARES	EXERCISE PRICE	EXPIRY DATE	NUMBER OF SHARES
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	200,000
60,000	\$ 0.35	December 12, 2011	40,000
20,000	\$ 0.46	May 6, 2012	13,333
50,000	\$ 0.50	September 11, 2012	16,667
50,000	\$ 0.49	September 20, 2012	16,667
15,000	\$ 0.48	October 14, 2012	5,000
80,000	\$ 0.49	June 1, 2013	-
60,000	\$ 0.56	June 12, 2013	-
20,000	\$ 0.54	June 18, 2013	-
<u>985,000</u>			<u>621,667</u>

Economic Dependence

The Company presently derives a substantial amount of its revenue from one distributor which contributed approximately 73% (2007: 75%) of revenue for year to date ended June 30, 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 80% (2007: 76%) of the accounts receivable balance at June 30, 2008.

Disclosure and Internal Financial Reporting Control and Procedures

The Company has evaluated its disclosure and internal financial reporting controls and procedures as of June 30, 2008 and concluded that the Company's disclosure and internal financial reporting controls and procedures, as at June 30, 2008, are effective in ensuring that material information is disclosed adequately and timely. The Company's disclosure and internal financial reporting controls and procedures can only provide reasonable assurance and not absolute assurance and the Company will re-evaluate its system and make necessary improvements from time to time.