



iFABRIC CORP.

ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Annual Information Form ("Annual Information Form" or "AIF") contains "forward-looking information" and "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of iFabric Corp. ("iFabric" or the "Company"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results that "may", "could", "would", "might" or "will" be taken, to occur or to be achieved. Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such statements are made. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, the factors discussed in the section entitled "Risk Factors". Although the Company has attempted to identify important factors that could cause actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as at the date of this Annual Information Form. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements. The Company does not undertake to update any forward-looking statements except as required by applicable securities laws.

BUSINESS OF iFABRIC

Except as otherwise stated, the information contained in this Annual Information Form is given as of December 23, 2019. All dollar amounts are expressed in Canadian dollars.

Summary

iFabric has two key strategic divisions, which offer different products and services, and are managed separately because they require different marketing strategies. The following summarizes the business of each division:

Intimate Apparel Division

The Intimate Apparel Division commenced operations in 1992 and currently operates under the trade name Coconut Grove Intimates. Its business comprises the design, purchasing, and distribution of intimate apparel and, in particular, a range of specialty bras including the Division's patented backless, strapless underwire bra and patented breast lift product. The Division also distributes a range of apparel accessories.

The Division utilizes contract warehouse facilities located in Los Angeles, California in order to service its key US market and, Company-owned premises located in Markham, Ontario house the bulk of the Division's workforce which comprises, management, designers, administrative, product sourcing and logistical staff. The Markham premises also includes warehouse space which serves as the distribution centre for the Canadian and European markets.

All product design is handled by the Markham design team and, currently over 95% of the Division's inventory

production is outsourced to factories in China.

In the past several years, the Company has positioned the Division's product strategy by way of leveraging a key license agreement in order to sell products under various Maidenform® brands. The Maidenform® brand was founded in 1922 and during its 97-year history has grown to become one of the most recognizable and respected brands in the intimate apparel industry. In addition, the Division develops and supplies products for sale under the private label brands of certain major retailers as well as the Company's own brand.

Products are sold internationally to the Division's customer base, which includes major retailers, online distributors, as well as specialty boutiques.

Intelligent Fabrics Division

A second strategic division commenced operations in 2010 when the Company obtained exclusive North American distribution rights for new generations of intelligent textile technologies which can kill bacteria, repel insects, absorb odours, repel and wick moisture, block ultraviolet light and help encourage a healthy skin environment, amongst others. North American distribution rights were subsequently expanded to worldwide distribution rights. Management anticipates that the Intelligent Fabrics Division will be the main driving force of the Company's future growth and expansion. The Intelligent Fabrics Division operates under the name Intelligent Fabric Technologies (North America) Inc. ("IFTNA").

The business of the Intelligent Fabrics Division includes the development, testing and distribution of specialty textiles as well as chemicals suitable for application to textiles. The current focus is on technologies that improve the safety and well-being of the wearer. In addition, the Division designs and manufactures finished performance apparel which integrate one or more chemical enhancements, in order to achieve the performance characteristics demanded by the customer.

The Division has a pipeline of chemical formulations, including Protx2® (anti-microbial and anti-viral formulations) Enguard® (insect repellent technology), Dreamskin® (skin polymer), UVtx™ (ultraviolet light blocker), FreshTx™ (odour-absorbing technology), RepelTX™ (durable water repellent) and DryTx™ (moisture-wicking technology). The Company anticipates that several additional products will be added to its pipeline in the future.

The Company has two supply centers in Asia (namely China and Taiwan) which service the Asian market. In addition, the Division utilized a contract warehouse located in Los Angeles, California in order to distribute finished performance apparel for the US market and, a Company owned warehouse in Markham, Ontario serves as the distribution centre for the Canadian Market. Technical support specialists in Asia provide guidance and support to customers and finished product suppliers, regarding the integration of the Company's chemical formulations in their products.

Development, testing and regulatory activities are primarily funded with income earned from both the Intelligent Fabrics Division and the Intimate Apparel Division. Additional funding, when required, is sourced from additional equity and/or debt.

Products

Protx2®

Protx2® represents the Intelligent Fabrics Division's flagship technology. Protx2® has been formulated to combat harmful bacteria and viruses at the source, utilizing a unique triple attack as follows:

1) *Disruption of the cell wall coupling enzyme*

By blocking development of the cell wall there is no mechanism by which the cell is able to repair or replace weak wall components, so over time the cell wall will disintegrate.

2) *Disruption of the cell's respiratory cycle*

Protx2® binds to the nutrients that the cell requires for growth, thereby preventing access to such nutrients. If the cell cannot bind to nutrients, for all intents and purposes the cell starves to death for lack of nutrition.

3) *Inhibition of ATP synthesis*

Every cell requires energy in order to survive, grow and multiply. Cells gain energy through the conversion of molecules into adenosine triphosphate ("ATP"), a process which requires hydrogen ions. ATP is the most commonly used "energy currency" of cells from most organisms. Protx2® prevents the uptake of Hydrogen ions thereby depriving the cell of its energy source.

A substantial body of comparative testing conducted by the Company at third party EPA approved laboratories over a period of approximately five years, have shown Protx2® to be consistently more effective at combating bacteria and viruses than competing technologies. In addition, Protx2® has also shown itself to be consistently more durable to washing during normal laundry cycles, with certain fabric blends yielding no loss in efficacy even after 100 washes.

The following table highlights the attributes of Protx2® compared to competing technologies when applied to textiles, based on third party laboratory testing and analysis:

	<u>Effectiveness⁽¹⁾</u>	<u>Durability to Laundering⁽²⁾</u>	<u>Discolouration Issues</u>	<u>Environmental Impact</u>
Protx2®	High	High	No	Dilutes in Water
Silver	Medium	Medium	Yes	Depletes into Effluent
Triclosan	Medium	Medium	No	Can Degrade to Toxins
Silane Quat	Low	Low	No	Bound Silane

(1) Efficacy rating of high = bacterial kill rate of greater than 90% within 1 hour, with a sustained kill rate of greater than 90% at the end of 24 hours.
Efficacy rating of medium = bacterial kill rate of between 30% and 70% within 1 hour, with a sustained kill rate within the same range at the end of 24 hours.
Efficacy rating of low = bacterial kill rate of less than 30% within 1 hour with a sustained kill rate of an equivalent percentage at the end of 24 hours.

(2) Durability to laundering high = greater than 50 washes without loss of efficacy
Durability to laundering medium = 25 to 49 washes without loss of efficacy
Durability to laundering low = less than 25 washes without loss of efficacy

The Company is currently targeting two key markets with regard to the distribution of Protx2®:

1) Sports apparel, outerwear and footwear

There is an increasing trend amongst major sports apparel, outerwear and footwear manufactures to offer technologically-enhanced products. With the ability of Protx2® to combat odour causing bacteria, the Company is able to provide manufacturers with the ability to produce apparel and footwear that stays fresher longer without the need for repeated washing or cleaning. Innovative application methodology developed by the Company over a number of years allows for Protx2® to be integrated into almost any fabric as well as all the components of footwear including foam, rubber, and plastics. With its current EPA registrations, the Company can distribute Protx2® for use in all sportswear and footwear for distribution in the US market. In addition to supplying chemical formulations to major brand owners, the Intelligent Fabrics Division also designs, manufactures and supplies finished performance apparel to major retailers. These products generally integrate Protx2 together with one or more of the Division's other chemical treatments. In addition, the Division has registered its own brand with the intent to market certain performance apparel directly to consumers. In support of this goal, the company registered a number of apparel patents and trademarks during fiscal 2019.

The worldwide market for High Performance Apparel is expected to grow at a CAGR of roughly 9.5% over the next five years, and will reach 106 billion US\$ in 2024, from 61 billion US\$ in 2019.¹

2) Medical

A 2009 report issued by the Centers for Disease Control and Prevention ("CDC") provides a range of estimates for the annual direct hospital cost of treating healthcare-associated infections ("HAI"s) in the United States. According to the report, the overall annual direct medical costs of HAIs in 2007 (after adjusting for inflation using the CPI for inpatient hospital services) is estimated to be between \$35.7 billion to \$45 billion. The report further estimates the financial benefits of prevention arising from possible infection control interventions at a low of \$5.7 billion and a high of \$31.5 billion.²

The U.S. Department of Health and Human Services ("DHHS") estimates that one in 20 patients who enter a hospital will contract a potentially deadly virus during their visit. One type of deadly bacterium alone reportedly has been linked to around 14,000 US deaths each year with as many as 100,000 annual deaths attributable to all form of bacteria. With the increasing resistance of certain bacterium to antibiotics these statistics are expected to increase massively in future.

In addition, the CDC reports that there are around 20,000,000 cases of Norovirus infections in the US each year leading to over 70,000 hospitalizations.³

The Protx2® range of products is dedicated to combating hospital and community acquired bacterial infections, including MRSA, Clostridium Difficile, VRE, Klebsiella Pneumonia, and by their application may greatly assist in reducing such infections. In addition, Protx2® is also a strong antiviral agent effective against Norovirus and H1N1.

Protx2® formulations impart anti-microbial and/or anti-viral powers to fibers, plastic, paint and paper treated with these formulations and is suitable for application to many areas of a hospital (or home) environment, including, scrubs, bedding, curtaining, carpeting, walls, air filters and numerous plastic components amongst others.

¹ GIR (Global Info Research) study.

² "The Direct Medical Costs of Healthcare-associated Infections in U.S. Hospitals and the Benefits of Prevention" March 2009, Centers for Disease Control and Prevention

³ U.S. Trends and Outbreaks – Centers for Disease Control and Prevention

In order to fully enter the medical market for Protx2[®], the Company is in process of securing a second and higher level of US Environmental Protection Agency (the “EPA”) registrations, termed public health claims, that will allow it to make applicable claims in connection with the efficacy of Protx2[®] (“kill claims”) for medical use. The initial submissions to the EPA have been made as at the date of this AIF.

Entry into the medical market in the form of scrubs treated with Protx2[®] has already commenced at the date of this AIF via programs for both the retail scrubs market as well as the direct to hospital market.

As a precursor to gaining entry into the wider medical market, the Intelligent Fabrics Division has concluded arrangements to conduct clinical trials at the medical facilities of two major health care groups in the United States, which have been rescheduled to commence around the end of January 2020, in order to coincide with the anticipated date of receipt of initial public health claims approvals from the EPA.

Enguard[®] Insect Repellent Fabric

Laboratory testing conducted by the Company confirms Enguard[®] to be a highly effective, child safe and durable insect repellent.

The Company is required to complete a number of steps in order to secure regulatory approval from the US Environmental Protection Agency (the “EPA”) for the United States market. The Division has prioritized securing EPA approvals for Protx2[®], after which it will complete the regulatory initiatives for Enguard[®] for both the US and Canadian markets.

The cost of obtaining regulatory approvals for Enguard[®] is estimated at around \$50,000.

Dreamskin[®]

Fabrics treated with the Dreamskin[®] polymer are designed to encourage a healthy skin environment because of its ability to control both moisture and friction. Dreamskin[®] is effective during both summer and winter months as both high and low moisture environments are known causes of discomfort and irritation.

By providing a surface that is free from skin irritants such as laundry detergent residue and dust, Dreamskin[®] treated fabrics provide for a luxurious wearing experience without irritation or dryness.

In particular, athletic apparel has two key areas that can cause skin irritation, namely friction and excessive moisture. Dreamskin[®] targets both to help prevent irritation during sporting activities.

The roll-out of Dreamskin[®] to the market as a retail product has commenced via finished bedding and bathroom products treated with a combination of Dreamskin[®] and Protx2[®], which has been supplied to a customer under a strategic production, sales and marketing agreement between IFTNA and the customer. The target markets for these products is international hotel groups as well as retail customers.

Dreamskin[®] is also currently being integrated into certain of the Company’s own product offerings.

UVtx[™]

Textiles infused with UVtx[™] provide apparel with a built in ultraviolet (“UV”) light blocker. The UVtx[™] formulation contains both UV reflecting and UV absorption elements, giving apparel treated with UVtx[™] the ultraviolet protection factor (“UPF”) strength of up to UPF 60. This allows the wearer of UVtx[™] treated apparel to enjoy permanent sun protection without the need to apply sprays or lotions to the area covered by the garment. Testing has shown that UVtx[™] treated textiles do not lose efficacy over time.

FreshTx™

FreshTx™ is a state of the art odour-absorbing technology, which is easily infused into textile products. FreshTx™ offers permanent protection against odours without the need to use sprays or perfumes. FreshTx™ uses naturally-occurring elements for effective results that are non-toxic and safe. Extremely durable, once applied, the properties of FreshTx™ are renewed with each wash, and is effective even when wet.

DryTx™

DryTx™ moisture wicking technology provides treated apparel with the ability to quickly draw moisture away from the skin and disperse perspiration across the fabric surface for faster evaporation.

The main attributes of DryTx™ are its abilities to:

- Wick moisture away from the skin;
- Provide for garments that will not feel heavy or damp even during periods of high exertion by the wearer;
- Provide for garments that create less skin chafe compared to wet fabrics;
- Provide for garments that dry quicker, thereby assisting the wearer in maintaining a more even body temperature;
- Allow for fabrics to retain their natural softness.

An additional significant attribute of DryTx™ is its ability to be integrated into apparel in combination with the Division's other product offerings, resulting in unique garments that provide superior performance characteristics for athletic apparel.

RepelTX™

RepelTX™ is an environmentally friendly coating that is resistant to moisture. The RepelTX™ coating can be used on various surfaces including electronics and fabrics, which are then protected against water and moisture by simply treating them in a fluorinated solvent. The coating dries in just over one minute at room temperature, and it starts working immediately once set.

RepelTX™ offers the next generation in water repellency performance. RepelTX™ modifies fabric at the molecular level by permanently attaching hydrophobic 'hairs' to individual fibers that lift liquids, causing them to bead and roll right off the fabric surface. It features a hydrocarbon polymer which is both more ecologically friendly and economically smart compared to competing technologies. The result is a market leading performance, liquid repellency that is breathable, durable and fast drying.

A substantial body of testing carried out by the Company have shown the RepelTX™ and Protx2® work extremely well in conjunction with each other. Particularly in health care environments, the combination of water repellency and an antimicrobial allows for garments that repel liquids and at the same time is able to kill bacteria. These combined attributes are optimal for the healthcare industry. The additional benefit to iFabric will be increased revenue from every sale involving a multiple of chemicals.

Suppliers

The bulk of the Company's apparel, textile and chemical purchases are from suppliers in Asia.

The Company enjoys strong relationships with its Asian suppliers, some of which have supplied the Company for several years.

The Company's arrangements with its suppliers are subject to the normal risks involved in sourcing products from abroad, including changing import duties, custom clearances and port of entry strikes or inefficiencies, late deliveries from suppliers, and fluctuations in exchange rates. The Company endeavors to minimize its potential exposure to these risks by continually monitoring duty and tariff developments, placing orders well in advance of anticipated delivery dates to its customers, and by entering into forward exchange contracts.

The majority of the Company's non-Canadian sourced products are priced and paid in U.S. Dollars. By the nature of its business, lead times for purchasing are often lengthy and as much as 50% of the value of such purchases is paid at the time of placing orders with suppliers. The Company utilizes a number of strategies designed to fix the cost of its purchases in U.S. dollars, such as maintaining U.S. Dollar bank accounts and by allowing itself the opportunity to take advantage of positive or negative swings in currencies by purchasing or selling forward.

Marketing

Intimate Apparel Division

Coconut Grove Intimates' website www.cgintimates.com contains pictures and details regarding its product offerings as well as details about where to purchase these products. The Division utilizes a state of the art web portal in order to provide retail customers with catalogues and the ability to order goods. The same portal also serves as a tool to provide sales staff and sales agents with analysis of customer past ordering trends as well as details of inventories of available for sale products. The Division utilizes popular social and business networking sites such as Facebook, Twitter and LinkedIn to provide product information to consumers and has developed a number of effective tools to drive sales through the online shopping sites of major customers.

The Apparel Division also utilizes a number of direct selling initiatives. The buyers of major retailers are targeted for the purpose of presenting current sample ranges and future product design concepts.

Intelligent Fabrics Division

Intelligent Fabric Technologies (North America) Inc.'s website www.iftna.com contains details and technical information regarding its product offerings.

A direct selling approach is normally favored by the Intelligent Fabrics Division, whereby major retailers or market leaders in the sportswear, outerwear, footwear, plastics and medical supply markets are targeted for the purpose of presenting to them the benefits of utilizing IFTNA's technologies, or purchasing finished performance apparel under their own brands. In addition, the Divisions' sales team attend major trade shows in respect of its target markets for the purpose of adding to its database of potential customers. The Division also utilizes popular social and business networking sites as a conduit to deliver information to potential customers as well as consumers.

Employees

As at the date of the date of this AIF the Company had 24 employees in North America, across all areas of its business, including management, product design, product sourcing, logistics, information technology, analysis, sales and marketing, technical services and administration.

In addition, the Company has appointed several independent sales representatives and consultants in its key U.S., Canadian, and European markets.

A branch office in Taiwan provides logistical and sales support for customer production at various Taiwanese textile mills.

A technical team in Asia provides technical assistance to major mills throughout Asia in the application or integration of intelligent fabric technologies at the point of production.

Environmental Protection

The Company believes that it is in compliance with all environmental, health and safety laws.

In particular, the chemical formulations marketed by the Company require strict labeling instructions in accordance with EPA standards concerning the safe handling of such products. In addition, customers are provided with detailed instructions for disposing of chemicals or chemical waste. These instructions are designed to meet all appropriate local environmental standards for the permitted levels of such chemicals in effluent.

Extensive wearer trials are conducted by the Company in order to ensure that wearers will suffer no harmful effects from the use of treated textiles.

Intangible Properties

The Company believes that its trademarks, patents and regulatory registrations are important to its competitive position. A substantial element of the Company's marketing strategy involves the creation of brand awareness in respect of its trademarks and patented products.

Where possible, trademarks are registered in all major market jurisdictions and, at least in the U.S., Canada and the European Union. Where required, regulatory registrations have been made or will be pursued in all markets that the Company sells chemical formulations. All registrations are renewable and procedures are in place to ensure timely renewal so that these registrations remain in effect.

Competitive Conditions

With regard to its Intimate Apparel Division, the Company faces direct competition from other wholesale distribution companies who offer intimate apparel and complementing accessories. The retail apparel industry is highly sensitive to economic conditions and the Company aims to differentiate its products in an effort to mitigate competitive pressures. Specifically, it has positioned itself to leverage a key license arrangement, with brand leaders in the industry, and engages in cooperative marketing and advertising campaigns that support sales of products.

Within its Intelligent Fabrics Division, the Company defines its competition broadly, depending on the relevant technology, to other manufacturers and distributors of products that seek to improve the well-being of the end user. While there are other distributors offering similar technologies and products, the Company distinguishes itself from competitors by distributing products that offer superior efficacy and durability as well as being the most environmentally friendly. Moreover, the Division targets market leaders that claim premium performance as a core marketing tactic.

New Products

As at the date of this MDA the Apparel Division had completed the design of a number of new and innovative products, in its core bra and accessories business. Additional products remain in the design phase. Due to

the uniqueness of certain of these new products, additional patent applications are currently being considered. The first of these new products, a patent pending breast lift product, was officially launched by a major retailer in the spring of 2019. Sales of this product have to date exceeded initial expectations. Additional products are being scheduled for a phased roll out during the course of the next twelve to twenty-four months. During the latter part of fiscal 2019, the Apparel Division added a number of new customers to its customer base.

During fiscal 2019 the Intelligent Fabrics Division added a poly-fluorinated chemical (“PFC”) free variant to its RepelTX™ moisture repellant portfolio. Due the harmful effect of PFC’s on the environment most major performance apparel brands and major retailers have announced that they will be moving to PCF free repellants over the course of the next few years. A substantial amount testing conducted over the course of the past 24 months has shown the PCF free version of the RepelTX™ formulation to be class leading in terms of performance and durability.

Seasonality

The Intimate Apparel Division’s core bra and accessory ranges are generally not impacted by seasonal variances. For the Intelligent Fabrics Division there is manufacturing seasonality, mainly attributable to the nature of the products of certain end users, being major brands, who by the nature of their business offer a number of products that are seasonal in nature.

Economic Dependence

With regard to its Intimate Apparel Division, revenues are heavily dependent on a key license agreement, with approximately 90% of the Division's annual revenues being derived from the sale of licensed products. The Company continually strives to maintain strong relationships with its licensor and systems are in place to ensure that there is compliance with the terms of the license agreement.

In the Intelligent Fabrics Division, the Company is substantially dependent on exclusive supply and distribution arrangements that it maintains with manufacturers of its key technologies. The bulk of current revenue in the Intelligent Fabrics Division is derived from products that are supplied by the manufacturers of its chemical formulations and the Company is heavily dependent on retaining its exclusivity for the distribution of these products.

Both divisions are reliant on a small number of key customers that account for a high proportion of revenues.

Foreign Operations

The Intimate Apparel Division is heavily reliant on export sales, with 90% of revenue being derived from customers in the United States. In order to facilitate delivery of products to customers in the US, goods are imported directly into the US and housed in a contract warehouse facility located in Los Angeles, California. Approximately 70% of the intimate apparel Division’s inventory is located in this warehouse.

The Intelligent Fabrics Division is also reliant on export sales for a high proportion of its revenue. Major foreign markets regions comprise the United States and Southeast Asia. Products are imported directly into its major foreign market regions and are housed in contract warehouses located in the United States, China, Taiwan and Japan.

Risk Factors

A number of risk factors known and unknown may affect the operations of iFabric Corp. One should consider the following and all of the other information included in this document and in other documents incorporated by reference herein or otherwise filed on SEDAR when considering investing in the securities of the Company. The risks included in the following discussion are not exhaustive.

Business Operation Risks

Competition

The Company faces significant competition in both the Intimate Apparel and Intelligent Fabrics Divisions. In the Intimate Apparel Division, the Company is in direct competition with companies that design, manufacture, or distribute intimate apparel and accessories.

In the Intelligent Fabrics Division, the Company competes with other companies that manufacture or distribute sprays, topical liquids, creams, medications, or chemicals that:

- a) repel insect bites when applied to skin or textiles; or
- b) kill bacteria when applied to textiles; or
- c) assist with the healing of skin and the control of skin irritations.

Economic Conditions and Consumer Spending

In the Intimate Apparel Division, the Company's customer base consists of national and international retailers, independent stores, and boutiques. The success of this Division is dependent on customers perpetually replenishing their distribution channels with the Company's year-round merchandise, as well as ongoing commitments and purchase orders for seasonal fashion goods. The Company's ability to achieve the expected volume and price points of sales indirectly depends on the retailer's continuous ability to sell the Company's merchandise to their end use consumers. The retail apparel industry is highly sensitive to adverse economic factors, such as consumer debt levels, interest rates, and unemployment rates. Any adverse effects of economic conditions on the retail industry can have a negative impact on the level of sales and gross margins that the Company expects to achieve.

Within its Intelligent Fabrics Division, the Company's primary customer base are mills and manufacturing centers that produce textiles which integrate the Company's chemical technologies. The demand for such technologies can be negatively impacted if retailers and distributors of textiles experience adverse consumer spending patterns due to weak economic conditions. This indirectly affects the Company's ability to execute sales volumes and price levels that are anticipated by management.

Licensing Arrangements

The Company is reliant on a number of key licensing and distribution agreements and its future performance could be materially affected by a termination of one or more of such agreements. Termination could arise as a result of any of the following, among others:

- Failure to pay royalties or advertising contributions;
- Failure to meet minimum purchase obligations;
- Failure to achieve minimum sales targets;
- The breach of a material covenant;
- Failure to ship licensed products to authorized customers;
- Failure to give notice of intention to renew within the stipulated time period

Economic Dependence on Key Customers

The Company's sales are heavily concentrated in a small number of key customers during the last several years. For the year ended September 30, 2019, approximately 37% of the Company's total sales were to two customers (2018 - 50% of sales were to two customers). At September 30, 2019 two customers accounted for 44% (September 30, 2018 - two customers accounted for 68%) of the Company's accounts receivable. The loss of any one of these key customers can have a material impact on revenues, earnings, cash flows, and the financial position of the Company.

Key Personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it will be successful in attracting and retaining qualified successors but there can be no assurance of such success. Recruiting qualified personnel as the Company grows is critical to its success. As the Company's business activities grow, it will require additional key financial, administrative and technical personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Technological Advancements

With regard to the Company's Intelligent Fabrics Division, the chemical industry is subject to significant technological advancements, changing industry standards, market trends, customer preferences and competitive pressures which can, among other things, necessitate revisions in pricing strategies, price reductions and reduced profit margins. The success of the Company will depend on its ability to secure technological superiority in its products and maintain such superiority in the face of new technologies. No assurance can be given that further modification of product offerings of the Company will not be required in order to meet demands or to remain competitive.

Intellectual Property

The success of the Company will depend, in part, on its ability to maintain proprietary protection over its intellectual property and operate without infringing the proprietary rights of third parties. Despite precautions, it may be possible for a third party to copy or otherwise obtain and use the Company's technologies without authorization. There can be no assurance that any steps taken by the Company will prevent misappropriation of its technologies.

Government Regulation and Regulatory Approvals

Future changes in government regulation could adversely affect the industries in jurisdictions in which the Company operates or intends to operate.

With regard to its Intelligent Fabrics Division's technologies, the Company is dependent on regulatory approvals or registrations and the legal systems in the markets in which it operates, such as the U.S. Environmental Protection Agency ("EPA") and Health Canada. The Company currently has certain EPA registrations and is in process of securing additional approvals from both the EPA and Health Canada. There is no certainty that such approvals will be granted and regulators could, even after granting such approvals, be stringent on non-compliance with regulatory requirements or change such requirements, which could have a material adverse effect on the Company's business and result in adverse publicity.

Customer Adoption

The Company's revenues in its Intelligent Fabrics Division are highly dependent on the willingness of consumers to purchase products based upon their awareness the benefits that such products provide. Different markets will require differing marketing strategies and the adoption of the Company's products may be slower than anticipated.

Financial Risks

The Company has risk management policies in place to identify and analyze financial risks, set appropriate limits and controls, and to monitor the risks on an ongoing basis. The risk management policies are reviewed regularly and amended as needed. The Company's financial risks include, but are not limited, to the following:

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its obligations associated with its financial liabilities. The Company is exposed to this risk mainly with respect to its related party loans, bank indebtedness, loans payable and accounts payable and accrued liabilities. The Company reduces its exposure to liquidity risk by ensuring that it documents when authorized payments become due, maintains an adequate line of credit to pay trade creditors and repays long term debt interest and principal as it becomes due using cash generated from operations and available credit facilities. It is likely that the Company will require additional financing to fund future expansions. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of development of certain of iFabric's business, and therefore affect its future cash flows, earnings, results of operations and financial condition. The Company believes that it has sufficient debt and equity financing opportunities available, and together with its projected future cash flows and existing unutilized credit facilities, feels that it will be able to satisfy its obligations to meet financial liabilities in the future.

Credit Risk

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The Company routinely assesses the financial strength of its customers. In order to mitigate its credit risk, the Company insures its trade accounts receivable with third party insurance providers based on specific or discretionary credit limits, dependent on the level of amounts outstanding from individual customers at that time.

Foreign Currency Risk

In both the Intimate Apparel and Intelligent Fabrics Divisions, the Company purchases a significant amount of its inventory in US Dollars. Fluctuations in the exchange rate between the US Dollar and Canadian Dollar may have adverse effects on the Company's gross margin. While some of these effects are mitigated by the fact that most of the Company's sales are also denominated in US Dollars, the different timing of purchasing merchandise, delivering goods to customers, and ultimate collection of receivables may negatively affect the Company's gross margins, earnings, cash flows, and financial position. The Company mitigates certain of its foreign currency risk by entering into foreign exchange forward contracts from time to time.

Interest Rate Risk

The Company is exposed to interest rate risk on its secured bank loan and its bank operating line, which bear interest at floating rates, since changes in market rates can cause fluctuations in cash flows. Fluctuations in interest rates over the last several years have not had a material impact on the Company's financial results.

Three Year History

Intimate Apparel Division

In January 2017 the company announced the official launch of Maidenform® sleepwear ranges, which subsequently accounted for the bulk of the revenue growth of 24% in the Apparel Division in fiscal 2017.

On January 3, 2018 the Company registered a patent for an innovative breast lift product.

On April 24, 2018 the Company announced the renewal of its Maidenform® license agreement which has been extended to December 31, 2020. The renewal of this agreement is key for the Apparel Division as over 90% of products sold by the Division are distributed under various Maidenform® brands. Whilst the Division retained an exclusive license in respect of its core bra and accessory offerings, at the Company's request, the sleepwear component of the license was converted from an exclusive license to a non-exclusive license. The main effect of a non-exclusive sleepwear license is the avoidance of the requirement to pay minimum royalties on sleepwear sales whilst still retaining the right to produce sleepwear for select customers, at the Company's option.

Also on April 24, 2018 the Division announced that it was implementing certain strategic changes going forward. Foremost, was the elimination of the bulk of its offerings in the sleepwear category, due to adverse fundamentals for profitable sleepwear sales in the future. Instead, the Company commenced investing and will continue to invest additional resources into product development in its core specialty bra and accessories business, which has historically underpinned the revenues and profitability of the Company's Apparel Division. Elimination of the chief fashion and main seasonal component in the Apparel Division has led to significant cost savings as well as the ability to maintain margins at historic levels, in the range of 45% to 50%.

In May 2019 the Division launched its patented breast lift product to the market.

In June 2019 the Division completed a major packaging refresh aimed at boosting sales of key bra offerings.

On July 25, 2019 the Company registered a new Trade Mark to be used for online sales, specifically through Amazon.

On November 9, 2019 the Company filed a patent for a new wing bra design.

For fiscal 2019 the US market continued to be the Intimate Apparel Division's major market region, with approximately 76% of sales being made to US customers compared to 87% in fiscal 2018.

Intelligent Fabrics Division

On March 13, 2017 the Company announced the signing of an agreement with Strategic Partners ("SPI"). The agreement provides SPI with a license to use IFTNA's textile technologies in future generations of medical

apparel and footwear. SPI is the industry leader in the design, manufacture and distribution of high-quality, fashion-inspired medical apparel, medical footwear and school uniforms.

On April 24, 2018, the Intelligent Fabrics Division announced that it was perusing a new area of business and had shifted focus from being a pure chemical supplier, to providing customers with finished product performance apparel and other textile products that integrate combinations of its textile technologies. The Division further indicated that the main benefit to selling finished product is the increase in the unit sales value by being able to sell the finished product at a significant premium over making purely a chemical sale. The first of these programs for a major Canadian retailer commenced shipping at the end the third quarter of 2018. This program was subsequently renewed for 2019. The Division is currently negotiating with a number of major US retailers to provide similar programs for the US market and it is anticipated that the Canadian retailer will add additional programs in early 2020. Whilst the Intelligent Fabrics Division will continue to sell chemicals to a group of its major customers, it is anticipated that the bulk of the revenue growth in the Division in the short to medium term, will come from the supply of finished performance products.

On May 16, 2019 the Company filed a patent for new men's brief design elements.

On May 30, 2019 the Company filed its second patent for new men's brief design elements.

On August 12, 2019 the Company filed a third patent for new men's brief design elements.

On November 11, 2019 the Company announced the renewal of its license agreement with The North Face and indicated that it will continue to look at innovative solutions to boost its business with The North Face.

As the preliminary stage of its entry into the wider medical market, the Intelligent Fabrics Division has concluded arrangements to conduct clinical trials at the medical facilities of two major health care groups in the United States, which have been rescheduled to commence during February 2020 in order to coincide with the anticipated initial EPA approvals for public health claims in respect of Protx2®.

Corporate Activity

On December 13, 2013, the Company closed an offering of equity comprising 407,250 units at a price per unit of \$4.00 for gross proceeds of \$1,629,000. Each unit consists of one common share and one half of one common share shareholder warrant. Each whole shareholder warrant entitles the holder to acquire one common share of iFabric, at an exercise price of \$5.25, and is exercisable for a period of 3 years from December 13, 2013.

As compensation for the issue, the agent received a cash fee of 7% of the gross proceeds, totaling \$114,030, as well as 28,508 agent warrants. Each agent warrant entitles the agent to acquire one unit at an exercise price per unit of \$4.00. Each unit consists of one common share, and one half of one common share secondary agent warrant. Each whole secondary agent warrant entitles the holder to acquire one common share of iFabric, at an exercise price of \$5.25, and is exercisable for a period of 3 years from December 13, 2013.

The Company incurred \$84,682 in legal costs and disbursements in connection with the issue.

The fair value of the shareholder warrants was estimated by management at \$579,293 and the fair value of the agent warrants was estimated by management at \$125,568 as of the date of the grant using the Black-Scholes pricing model. These amounts were charged to capital stock.

On November 10, 2017 the Company announced the extension of 203,625 shareholder warrants for a period of one year at an exercise price of \$5.25. These warrants expired on December 13, 2018.

Years Ended September 30, 2019 and 2018

Total revenue for the year ended September 30, 2019 amounted to \$10,435,348 compared to \$15,121,370 in 2018 representing a decrease of \$4,686,022 or 31%.

For the year ended September 30, 2019 Intimate Apparel Division revenue accounted for 57% of revenue and Intelligent Fabric Division revenue accounted for 42% of revenue. By comparison, for the year ended September 30, 2018 Intimate Apparel Division revenue accounted for 72% of revenue and the Intelligent Fabrics Division revenue accounted for 27% of revenue. Other revenue accounted for 1% of revenue for both years.

Apparel Division revenue decreased from \$10,909,112 in 2018 to \$5,926,805 in 2019, representing a decrease of \$4,982,307 or 46%. By contrast, Intelligent Fabric Division revenue increased from \$4,109,857 in 2018 to \$4,393,723 in 2019, representing an increase of \$283,866 or 7%. The main contributor to decreased sales in the Apparel Division was the elimination of the sleepwear category. For the Intelligent Fabrics Division increased chemical sales contributed to the increased revenues.

The loss from operations in 2019 amounted to \$1,650,029 compared to earnings from operations of \$1,266,425 in 2018 representing a decrease of \$2,916,454. The main reasons for this decrease is a decrease in gross margin contribution of \$3,355,760 resultant from decreased sales. This was partially offset by a decrease in selling and administrative costs. Income (loss) from operations for this purpose is comprised of net earnings (loss) before income taxes, adjusted for foreign exchange gains or losses, and impairment losses.

For the year ended September 30, 2019 the company recorded an after-tax loss of \$1,299,863 attributable to shareholders (or \$0.050 per share basic and diluted), compared to after-tax earnings of \$924,743 attributable to shareholders (or \$0.035 per share basic and \$0.034 per share diluted), for the year ended September 30, 2018. The decrease was mainly attributable to the factors discussed above.

Other comprehensive losses, being unrealized losses on the translation of foreign operations, amounted to \$44,204 in 2019 compared to other comprehensive earnings on foreign operation conversion of \$182,403 in 2018. Total comprehensive losses amounted to \$1,340,884 in 2019 compared to total comprehensive earnings of \$1,109,660 in 2018.

Quarter Ended September 30, 2019

For the quarter ended September 30, 2019, revenue amounted to \$3,175,167 compared \$2,491,691 for the fourth quarter of 2018 representing an increase of \$683,476 or 27%.

Apparel Division revenue amounted to \$1,870,417 for the quarter ended September 30, 2019 compared to \$1,446,897 for the quarter ended September 30, 2018 representing an increase of \$423,520 or 29%. For the Intelligent Fabrics Division, revenue amounted to \$1,249,117 for the quarter ended September 30, 2019 compared to \$1,019,193 for the comparable quarter in 2018, representing an increase of \$229,924 or 23%.

The increase in apparel sales during the Q4 2019 is attributable of the successful launch of the Division's patented breast lift product earlier in the year, as well as the addition of a number of new customers in the latter part of fiscal 2019. With respect to the increased revenues in the Intelligent Fabrics Division, this is mainly attributable to increased chemical sales in Q4 2019 compared to 2018.

The net earnings from operations for the fourth quarter of 2019 amounted to \$293,946 compared to a net loss of \$583,405 in the same period of 2018 representing an increase of \$877,351. This increase resulted from increased revenue and increased gross margins of 44% in Q4 2019 versus 35% in Q4 2018, which was mainly attributable to a higher proportion of intimate apparel sales at higher margins.

The net earnings after tax for the quarter ended September 30, 2019 attributable to shareholders amounted to \$285,866 (\$0.011 per share, basic and diluted) compared to a net loss after tax of \$221,106 (\$0.009 per share, basic and diluted) in 2018, representing an increase of \$506,972. This increase was mainly attributable to the factors discussed above.

CORPORATE STRUCTURE

Name, Address and Incorporation

iFabric Corp., formerly Leezamax Capital Corp., a capital pool company, was incorporated under the *Business Corporations Act* (Alberta) on April 9, 2007. The Company's head office and principal place of business is located at 525 Denison Street, Unit 1, Markham, Ontario, L3R 1B8. The telephone number for the Company's principal place of business is 905-752-0566. The Company's web address is www.ifabriccorp.com. The Company's registered office is, Suite 300, 14505 Bannister Road SE, Calgary, AB, T2X 3J3.

iFabric completed its Qualifying Transaction with Coconut Grove Textiles Inc. ("Coconut Grove") on June 4, 2012 and, on that date its shares began trading on the TSX Venture Exchange ("TSX-V") under the trading symbol "IFA". iFabric acquired all of the issued and outstanding common shares of Coconut Grove from its shareholders in exchange for a total of 24,412,500 post-consolidation common shares at a deemed price of \$0.40 per share. Accordingly, the deemed value of the transaction was \$9,765,000.

Since the transaction resulted in the shareholders of Coconut Grove acquiring control of iFabric, Coconut Grove was deemed to be the acquirer for financial reporting purposes, and the share exchange constituted a reverse takeover of iFabric by the shareholders of Coconut Grove.

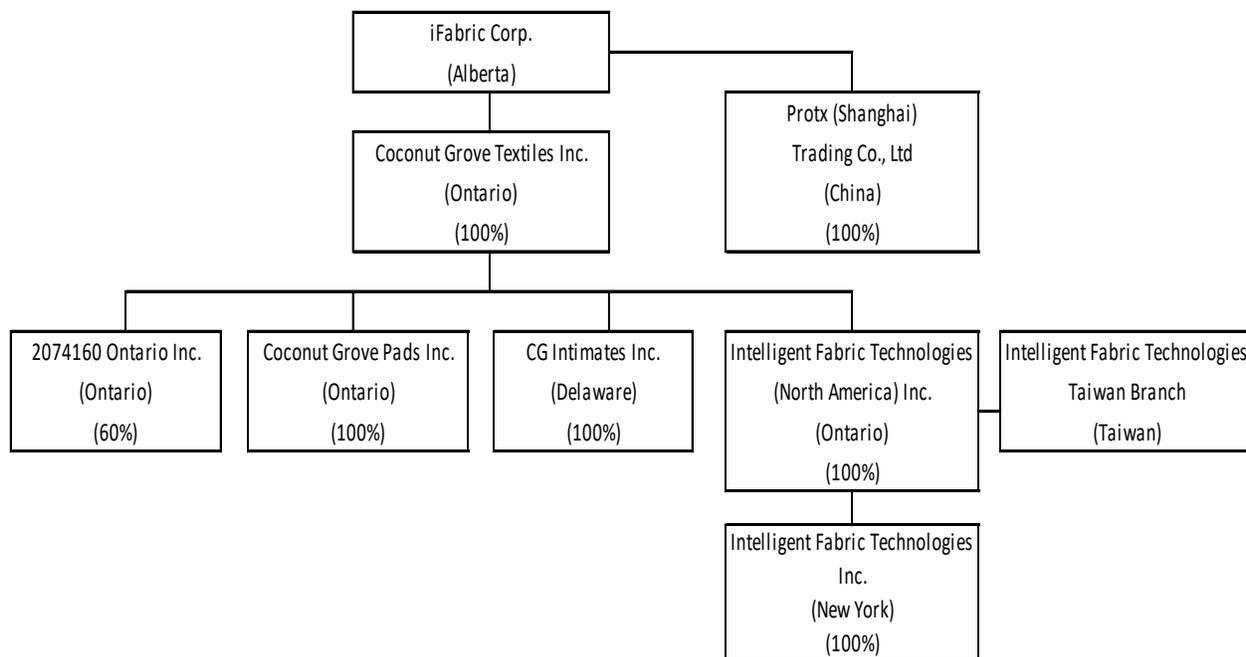
Further, since iFabric was a non-operating public enterprise immediately prior to the Qualifying Transaction, the closing of the Qualifying Transaction did not constitute a business for the purpose of applying business combination accounting. Therefore, the Qualifying Transaction was equivalent to the issuance of shares by Coconut Grove for the net liabilities of iFabric. As a result of the share exchange, Coconut Grove became a wholly-owned subsidiary of iFabric.

The effect of the reverse takeover is that the business and operations of iFabric are a continuation of the business and operations of Coconut Grove both before and after the takeover.

Following its migration to the Toronto Stock Exchange ("TSX") in September 2015, iFabric's shares commenced trading on the TSX under the trading symbol "IFA", on September 18, 2015 and, its shares were delisted from the TSX-V after close of business on September 17, 2015.

Intercorporate Relationships

The following chart illustrates the structure of the Company and its subsidiaries, their jurisdiction of incorporation, and the percentage of voting securities beneficially owned, or over which control or direction is exercised, by the Company:



GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of common shares, without nominal or par value. The holders of the Company's common shares are entitled to dividends as and when declared by the board of directors of the Company, to one vote per share at meetings of shareholders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the common shares. All of the issued and outstanding common shares are fully paid and non-assessable.

ESCROWED SECURITIES

There were no securities in escrow as at September 30, 2019 and as at the date of this AIF.

DIVIDENDS

The Company has never declared dividends on its common shares and currently plans to reinvest all its future earnings to finance the growth of its business. As a result, the Company does not intend to pay dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, operating results and capital requirements as well as on any other factors that the board of directors may deem relevant. Other than the generally applicable corporate law provisions respecting the declaration and payment of dividends there are no constraints or restrictions that could prevent the Company from paying dividends.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

iFabric's board of directors currently consists of six directors. The directors are elected annually. The following table states the names of the current directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the period or periods of service

as directors of the Company and the number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date of this Annual Information Form. The present term of each director will expire immediately prior to the election of directors at the next annual meeting of shareholders of the Company or upon such director's successor being elected or appointed.

Name and Municipality of Residence	Period Served as Director	Office Held	Principle Occupation	Number of Common Shares Held	Percentage of Common Shares Held
JEFFREY COYNE ⁽¹⁾⁽²⁾ North Carolina United States	Since May 16, 2011	Chairman of the Board	Chief Executive Officer of Provect Technologies Inc.	87,500	0.33%
HYLTON KARON Ontario Canada	Since May 16, 2011	Director, President and Chief Executive Officer	President and Chief Executive Officer of the Company	9,577,125	36.54%
HILTON PRICE Ontario Canada	Since May 16, 2011	Director, Chief Financial Officer and Secretary	Chief Financial Officer and Secretary of the Company	400,000	1.53%
MARK GREENSPAN ⁽¹⁾⁽²⁾ Ontario Canada	Since May 16, 2011	Director	Corporate Director	125,000	0.48%
GIANCARLO BEEVIS Ontario Canada	Since October 23, 2014	Director	President and Chief Executive Officer of Intelligent Fabric Technologies (North America) Inc. (wholly-owned subsidiary of the Company)	1,000	0.00%
MARK COCHRAN ⁽¹⁾⁽²⁾ Maryland United States	Since May 4, 2015	Director	Managing Director at Johns Hopkins Healthcare Solutions, an operating division of Johns Hopkins Medicine/HealthCare.	0	0.00%
				Total	
				10,190,625	38.88%

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, except as set out below, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes of this section, "order" means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Mark Greenspan was President, Chief Executive Officer and a director of Greengreen Capital Corp., a reporting issuer, at the time cease trade orders were issued against the company for failure to file annual

audited financial statements for the year ended August 31, 2010, and the associated MD&A and officers' certifications. The cease trade orders remain in effect as of the date of this AIF.

Greengreen Capital Corp. became a reporting issuer on October 16, 2008, following the filing of a final prospectus pursuant to which the company expected to qualify for listing on the Exchange as a capital pool company. Due to the economic conditions at that time, the company was unable to raise the necessary public funds to meet the listing requirements of the Exchange. The seed money raised by the founders of the company was used to maintain the company's continuous disclosure requirements as a reporting issuer, however, once the seed money was exhausted, the company was unable to raise any additional funds. No public funds were ever raised by Greengreen Capital Corp. Greengreen Capital Corp. was dissolved on September 2, 2011.

To the knowledge of the Company, no director or executive officer of the Company nor any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- a) is, at the date of this AIF, or has been within 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, nor
- b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of the Company, no director or executive officer of the Company nor any shareholder holding a sufficient number of securities of the Company to materially affect its control, has been subject to:

- a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

PROMOTERS

Hylton Karon, CEO and a director, and Hilton Price, CFO and a director, have been promoters of the Company since its listing on June 4, 2012. The following table sets out the number and percentage of each class of securities of the Company beneficially owned, directly or indirectly, or over which control is exercised by the promoters of the Company.

Name of Promoter and Position with the Company	Number and Percentage of Voting Securities Held
Hylton Karon	9,577,125 (36.5%)
Hilton Price	400,000 (1.5%)

The following table sets out the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoters directly or indirectly from the Company or a subsidiary of the Company, and the nature and amount of any assets, services or other consideration received or to be received by the Company or a subsidiary of the Company in return.

Name of Promoter and Position with the Company	Salary	Management Fees	Other Compensation	Value of Unexercised In-the-Money Options
Hylton Karon	nil	\$300,000 ⁽¹⁾	nil	nil
Hilton Price	nil	\$159,000 ⁽¹⁾	nil	\$105,000 ⁽²⁾
TOTAL	nil	\$459,000	nil	\$105,000

- (1) Hylton Karon and Hilton Price provide management services to the Company, as well as a wholly-owned subsidiary of the Company, through external management companies.
- (2) An option to acquire up to 500,000 common shares of the Company at an exercise price of \$0.40 per share was granted to Hilton Price on January 16, 2013. An option to acquire a further 100,000 shares at an exercise price of \$2.40 per share was granted to Hilton Price on June 5, 2017. In-the-money-options are those where the market value of the underlying securities exceed the option exercise price at September 30, 2019. The closing market price of the Company's common shares on September 30, 2019, was \$0.61 per common share.

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Audit Committee is attached to this AIF as Appendix A.

Composition of the Audit Committee

The Audit Committee members are Mark Greenspan (Chairman), Mark Cochran, and Jeff Coyne. All members of the Audit Committee are financially literate (as determined by NI 52-110), and all members are independent.

Relevant Education and Experience

- Mark Greenspan has had a broad exposure to review and interpretation of financial statements through his positions as Chief Financial Officer for The Medipattern Corporation, an Exchange listed medical diagnostics company, from 2002 to 2010, and 18 years at Scotiabank in various capacities, including Chief Operating Officer of Scotiabank's e-commerce subsidiary, Chief Administrative Officer, and Head of Integrated Support Services for Scotia Capital. Prior to being employed at Scotiabank, he spent eight years at KPMG specializing in business valuations and mergers and acquisitions.
- Mark Cochran has had experience in reading and understanding financial statements through his position as Managing Director at Johns Hopkins Healthcare Solutions, an operating division of Johns Hopkins Medicine/HealthCare. His professional experience spans the spectrum of the global health care value chain, including drug discovery, development, research and management, and venture capital initiatives.
- Jeff Coyne has had experience in reading and understanding financial statements through his positions as Chief Executive Officer of Provect Technologies, Inc., a U.S. based, enterprise level, time and attendance software company and principal of CPR Turnaround LLC, a company that manages and advises companies in financial difficulty. He has also been a Senior lecturing fellow at Duke University School of Law in Durham, North Carolina, since 1995.

Pre-approval Policies and Procedures

The Company's Audit Committee pre-approves every engagement by BDO Canada LLP, the Company's external auditors, to render audit or non-audit services. All of the services described below were approved by the Audit Committee.

External Auditor Service Fees

The following table summarizes the fees billed or projected to be billed to the Company for services provided by BDO Canada LLP during the fiscal years ended September 30, 2019 and September 30, 2018:

Fiscal Year Ended	Audit Fees	Tax Fees	Other Fees
September 30, 2019	\$93,000*	\$10,000*	\$5,000*
September 30, 2018	\$78,000	\$19,000	\$4,600

*Estimated

Audit fees are for professional services provided by BDO Canada LLP for the audit of the Company's annual consolidated financial statements.

MARKET FOR SECURITIES

The common shares of the Company are listed for trading on the Toronto Stock Exchange (the "TSX") under the trading symbol "IFA".

The following chart sets out the reported high and low prices and the volume of trading of the Common Shares of iFabric on the TSX for the periods indicated:

<u>Period</u>	<u>High</u>	<u>Low</u>	<u>Volume</u>
	(\$)	(\$)	
<u>2018</u>			
October.....	2.23	1.66	52,700
November.....	1.80	1.65	59,600
December.....	1.74	1.17	126,000
<u>2019</u>			
January.....	1.56	1.21	48,200
February.....	1.37	1.19	25,900
March.....	1.43	1.26	32,400
April.....	1.30	1.06	36,900
May.....	1.13	0.89	46,100
June.....	0.95	0.85	16,000
July.....	1.00	0.65	121,700
August.....	0.84	0.69	30,500
September.....	0.73	0.61	9,800

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada, Suite 600, 530-8th Avenue SW, Calgary, Alberta, T2P 3S8.

INTEREST OF EXPERTS

The consolidated financial statements of the Company for the year ended September 30, 2019 have been audited by BDO Canada LLP. As at September 30, 2019, BDO Canada LLP has advised the Company that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

ADDITIONAL INFORMATION

Additional information relating to iFabric may be found on SEDAR at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's information circular for the annual meeting held March 26, 2019 available on SEDAR at www.sedar.com. Additional information is provided in the Company's audited financial statements and Management Discussion and Analysis, both for the most recently completed financial year ended September 30, 2019 available on SEDAR at www.sedar.com.

APPENDIX A

iFabric Corp. Charter of the Audit Committee

Purposes

The primary function of the Audit Committee (the "Committee") is to assist the board of directors (the "Board") in fulfilling its responsibilities by reviewing the financial reports and other financial information provided by iFabric Corp. ("iFabric" or the "Company") to any regulatory body or the public, the Company's systems of internal controls regarding preparation of those financial statements and related disclosures that management and the board of directors have established and the Company's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee encourages continuous improvement of, and fosters adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary objectives are to:

- assist directors in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Company and related matters;
- provide for open communication between the board of directors and external auditors;
- enhance the external auditor's independence; and
- increase the credibility and objectivity of financial reports.

Composition

The Committee is comprised of three directors. The majority of the directors are "independent" (as such term is used in National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). All of the members of the Committee shall be "financially literate" (as defined in NI 52-110) unless the board of directors shall determine that an exemption under NI 52-110 from such requirement in respect of any particular member would be applicable and is to be adopted by the Company in accordance with the provisions of NI 52-110. The members of the Committee shall be elected by the board of directors at the annual organizational meeting of the Board and remain as members of the Audit Committee until their successors shall be duly elected and qualified. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by majority vote.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its mandate to foster open communication, the Committee should meet at least annually with management and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Chief Financial Officer is required to be present at the meetings of the Audit Committee. Minutes of all meetings of the Audit Committee shall be taken and the Committee shall report the results of its meetings and reviews undertaken and any associated recommendations or resolutions to the Board. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee shall be a valid resolution of the Committee. A quorum for meetings of the Committee shall be majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board. Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication device or facilities that permit all persons participating in any such meeting to hear one another.

Responsibilities and Duties

To fulfil its responsibilities and duties, the Committee shall:

A. Documents/Reports Review

1. Review and update this Committee Charter, as conditions dictate.
2. Review the financial statements, MD&A and all public disclosures containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to the Board's approval where required.
3. Review the reports to management prepared by the external auditors and management responses.
4. Review of significant auditor findings during the year, including the status of previous audit recommendations.
5. Be satisfied with and periodically assess the adequacy of procedures for the review of corporate disclosure that is derived or extracted from the financial statements.

B. External Auditors

1. Be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
2. Recommend to the Board the external auditors to be nominated for appointment by the shareholders.
3. Recommend to the board of directors the terms of engagement of the external auditor, including their compensation and a confirmation that the external auditors shall report directly to the Committee.
4. On an annual basis, review and discuss with the auditors all significant relationships the auditors have with the Company to determine the auditors' independence.
5. Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.
6. Periodically consult with the external auditors about internal controls and the fullness and accuracy of the organization's financial statements.
7. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.

C. Financial Reporting Processes

1. In consultation with the external auditors and management, review the integrity of the organization's financial reporting processes both internal and external. Consider judgments concerning the appropriateness of the Company's accounting policies.
2. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the external auditors or management.

D. Process Improvement

1. Review with external auditors their assessment of internal controls, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit, and upon completion of the audit, their reports upon the financial statements.

E. Ethical and Legal Compliance

1. Ensure that management has the proper review system in place to ensure that the Company's financial statements, reports and other financial information disseminated to regulatory organizations and the public satisfy legal requirements.
2. Perform any other activities consistent with this Committee Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.