The following Management's Discussion and Analysis ("MD&A") of iFabric Corp. and its subsidiaries ("iFabric" or the "Company") is based upon and should be read in conjunction with the Company's unaudited condensed consolidated interim statements as at and for the period ended September 30, 2023 and the audited consolidated financial statements and notes thereto for the year ended September 30, 2022 and the comparative year ended September 30, 2021. All financial information in this MD&A and the unaudited condensed consolidated interim financial statements and accompanying notes thereto were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A is dated November 13, 2023.

All references to dollars or "$" are to Canadian dollars, the Company's presentation currency, unless otherwise noted. In the discussion that follows, "2023" refers to the annual fiscal period ended December 31, 2023, "2022" refers to the annual fiscal period ended September 30, 2022, "2021" refers to the annual fiscal period ended September 30, 2021, "Q1" refers to the period of October 1 to December 31, "Q2" refers to the period of January 1 to March 31, "Q3" refers to the period of April 1 to June 30, and "Q4" refers to the period of July 1 to September 30.

FORWARD-LOOKING INFORMATION

Forward-looking statements provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward looking statements. The use of any words such as "anticipate", "continue", "plans", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: the extent and impact of health pandemic outbreaks on our business; general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the actual results of the Company's future operations; competition; changes in legislation affecting the Company; the ability to obtain and maintain required permits and approvals, the timing and availability of external financing on acceptable terms; lack of qualified, skilled labour or loss of key individuals.
A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the section of this MD&A titled "Risks and Uncertainties", in the Company's annual information form dated December 29, 2022 and other filings with the Canadian securities regulators available under the Company's profile on SEDAR+ at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.
Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance, or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.
Any financial outlook or future oriented financial information in this MD&A, as defined by applicable securities legislation, has been approved by management of iFabric. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's reasonable expectations as to the anticipated results of its proposed business activities. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or any other reason except as required by applicable securities laws.

NON-GAAP FINANCIAL MEASURES

Certain measures in this MD&A do not have any standardized meaning as prescribed by IFRS and, therefore, are not considered generally accepted accounting principles ("GAAP") measures. Where non-GAAP measures or terms are used, definitions are provided. In this document and in the Company's consolidated financial statements, unless otherwise noted, all financial data is prepared in accordance with IFRS.

This MD&A and certain of the Company's press releases include references to the Company's adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA"), adjusted EBITDA per share is a non-GAAP measure. These measure should not be considered an alternative to net earnings (loss) attributable to the owners of the Company or other measures of financial performance calculated in accordance with IFRS. Rather, this measure is provided to complement IFRS measures in the analysis of iFabric's results since the Company believes that the presentation of this measure will enhance an investor's understanding of iFabric's operating performance. For reconciliations of this non-GAAP measure to its nearest IFRS measure, refer to the Non-GAAP Performance Measure section below for a reconciliation of consolidated net earnings (loss) attributable to the owners of the Company reported under IFRS to reported adjusted EBITDA and adjusted EBITDA per share.

Adjusted EBITDA

The Company uses Adjusted EBITDA to assess its operating performance without the effects of (as applicable): current and deferred tax expense, finance costs, interest income, depreciation and amortization of plant assets, other gains and losses, impairment loss, share-based compensation and other non-recurring items. The Company adjusts for these factors as they may be non-cash or unusual in nature and may not optimally present its operating performance. Adjusted EBITDA is not intended to be representative of net earnings from operations or an alternative measure to cash provided by operating activities determined in accordance with IFRS.

BUSINESS OVERVIEW

General

iFabric is a Canadian public company, incorporated under the Alberta Business Corporations Act and is domiciled in Canada. The Company is listed on the Toronto Stock Exchange ("TSX") under the trading symbol "IFA" and traded on the OTC Markets under the trading symbol "IFABF". The head office is located at 525 Denison Street, Unit 1, Markham, Ontario, Canada.

The Company's business activities are divided into three reportable operating segments, which offer different products and services, and are managed separately because they require different marketing strategies and resource allocations. The following summarizes the operations of each segment:

- Intimate Apparel: Includes the design and distribution of women's intimate apparel and accessories.
- Intelligent Fabrics: Includes the development and distribution of innovative products and treatments that are suitable for application to textiles, plastics, liquids, and hard surfaces as well as finished performance apparel, medical apparel, and swimwear, which integrate one or more such treatments. These products are designed to provide added benefits to the user.
- Other: Includes leasing of property to group companies, related parties and third parties.

NATURE OF OPERATIONS

Intimate Apparel

The Intimate Apparel division 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 reversible bra, patented bandeaux bra and patented breast lift product. The division also distributes a range of apparel accessories. The Division is managed by Hylton Karon, President and CEO of iFabric.

The division utilizes contract warehouse facilities located in Houston, Texas which services its key U.S. 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 center for the Canadian and European markets. All product design is handled by the Markham, Ontario 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 100-year plus 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 a number of major retailers, as well as specialty boutiques.

Intelligent Fabrics

The Intelligent Fabrics Division currently enjoys exclusive worldwide distribution rights in respect of a number of proprietary chemical formulations that can be applied to textiles in order to kill bacteria and viruses, repel insects, absorb odours, repel and wick moisture, block ultraviolet light and help encourage a healthy skin environment, amongst others. The Intelligent Fabrics Division operates under the name Intelligent Fabric Technologies (North America) Inc. ("IFTNA"). The Division is managed by Giancarlo Beevis, President and CEO of IFTNA.

The business of the Intelligent Fabrics Division includes the development, testing and distribution of chemicals suitable for application to textiles as well as finished performance apparel, medical apparel protective products, and swimwear, which integrate one or more chemical enhancements, in order to achieve the performance characteristics demanded by the customer or consumer. The current focus is on technologies that improve the safety and well-being of the wearer. The division's current technology offerings include Protx2® (anti-microbial and anti-viral formulations), Enguard® (insect repellant technology), Dreamskin® (skin polymer), UVtx (ultraviolet light blocker), FreshTx (odour-absorbing technology), RepelTX (durable water repellant), Omega+ (joint and muscle recovery), TempTx (thermal regulator), Apollo (body odour neutralizer), DryTx (moisture-wicking technology), BioTX (metal free anti-stink solution), RepelTX Eco Plus (fluorine-free durable water repellant), IMPRINT (logo exposing moisture-wicker) and DriForce (fabric interior moisture-wicker), amongst others. The Company anticipates that several new formulations and new generations of existing formulations will be added to its pipeline in the future.

The Division has two key supply centers in Asia (namely China and Taiwan), which service the Asian market. This market represents the main production region for manufactured textiles supplied to North America and internationally and is the Company's main market area for the distribution of intelligent textile technologies. Additionally, a supply center in Houston, Texas in the US, services the US, Central and South American markets and, the Markham, Ontario warehouse services the Canadian market. Technical support specialists in Asia provide guidance and support to customers regarding the integration of the Company's chemical formulations in their products. The Division also leverages the Company's textile expertise in order to supply finished products or fabrics treated with one or more of the Division's market leading formulations to customers and consumers. In addition, the Division produces performance and protective apparel under its own brands. All chemical formulations and apparel, is produced or manufactured at various facilities in Asia.

The following describes the functionality of the division's current product portfolio:

Protx2® Anti-Microbial and Anti-Viral Technologies

Protx2® represents IFTNA's flagship technology.

Protx2® formulations impart anti-microbial and/or anti-viral powers to fibers, plastic, paint and paper treated with these formulations. Numerous laboratory tests have shown that treated products inhibit the growth of a wide variety of infectious agents associated with healthcare and community infections, and by their application may assist in preventing the spread of such infections.

The Company is currently targeting three key markets with regard to the distribution of Protx2® chemicals or treated finished products:

1) Sports apparel, outerwear and footwear

There is an increasing trend amongst major sports apparel, outerwear and footwear manufacturers to offer technologically-enhanced products. With the ability of Protx2® to combat odor 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 Environmental Protection Agency ("EPA") and European regulatory registrations, the Company can distribute Protx2® for use in all sportswear and footwear for distribution in the U.S., European and Canadian markets as well as most other international markets.

2) Medical

Protx2® is suitable for application to many areas of a hospital environment, including, scrubs, bedding, curtaining, carpeting, walls (paint), air filters, and plastic components, amongst others.

The Protx2® range of products is dedicated to combating healthcare acquired bacterial infections ("HAI's"), including *Methicillin-resistant Staphylococcus aureus* ("MRSA"), *Clostridium difficile*, *Vancomycin-resistant enterococci ("*VRE") and *Klebsiellia pneumoniae* amongst others and, by their application may greatly assist in reducing such infections. In addition, Protx2® is also laboratory proven to be a strong antiviral agent effective against the SARS-CoV-2 virus (which causes the COVID-19 disease), the Human Corona Virus (229E), Norovirus and H1N1.

In order to enter the medical market in the United States in respect of Protx2® treated products, the Company is in the process of securing a second and higher level of EPA registrations, termed public health claims, that, if granted, will allow it to make applicable claims in connection with the efficacy of Protx2® treated fabrics, against both bacteria and viruses ("kill claims"). The final submissions to the EPA have been made as at the date of this MD&A and approvals are currently pending, subject to the completion and submission of a leaching study, which is currently in process. In addition, IFTNA has been granted utility patents in both the United States and Canada in respect of the Company's antiviral treatment of textiles (ProTX2 AV) and its stand-alone laundry additive (AVguard).

On July 21, 2022, Company announced the commencement of a clinical trial in respect of medical garments (i.e. "scrubs") treated with the Company's ProTX2 antimicrobial and RepelTX water-repellent technologies had been completed. The trial was conducted at MemorialCare Medical Group – Irvine, in the United States and comprised scrubs supplied in three forms: One treated with ProTX2 antimicrobial technology, another with a combination of ProTX2 and RepelTX (durable water-repellant technology), and a third (control) group of untreated scrubs. The trial comprised 125 nurses recruited for 3 shifts per nurse, equating to a total of 375 regular staff-shifts. At the start of each shift, nurses were provided new and unmarked scrubs from one of the three groups, which were swabbed twice, once prior to the commencement of the shift and a second time at the end of the shift. The principal endpoint of the trial was to compare bacterial loads on the scrubs treated with the Company's technologies compared to the untreated scrubs and. A pathogen load reduction is key to enhancing the protection of the wearer and those with which they encounter during their workday. The spread of infection from surface contact is a major concern in the healthcare industry.

On July 5, 2023, the Company announced that it had achieved a successful outcome with regard to its clinical trial. The summary of the trial findings was that both the PROTX2 and the PROTX2 with DWR treated scrubs demonstrated statistically significant reductions in bacterial loads on the surfaces of scrubs, as compared to untreated scrubs. The term statistically significant is used to describe a result that is highly unlikely to occur by chance alone in a natural environment. The results achieved in the study demonstrate that the Company's proprietary technologies were uniquely responsible for the reduction in bacterial loads witnessed throughout the trial. The next and final phase of this trial is to submit the study to a recognized medical journal for peer review.

3) Community protection

The current COVID-19 pandemic has underscored the need for individuals to protect themselves when entering closed environments such as aircraft, shopping malls, hotels, and even ones residence, as well as close proximity environments such as sports arenas, movie houses etc. With future pandemics being predicted by experts, management believes that the supply of equipment, apparel, washes and sanitizers, that can deactivate infectious bacteria and viruses, is set to become one of the fastest growing market segments. With its Protx2® technologies, iFabric is well positioned to capitalize on the opportunity to supply its chemical treatments, finished personal protection equipment and apparel, as well as a laundry additive that can be utilized during a normal household laundry cycle.

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. DryTx™ does not require regulatory approvals and is commercially available for sale.

RepelTX™

RepelTX™ is 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 with high durability.

Benefits:

- Repels rains, sleet and snow
- Outperforms conventional fabric treatments
- Provides long-lasting protection
- Prevents fabric stains, saves time, dries quicker & saves energy
- Preserves the quality, hand & appearance of textiles

A substantial body of testing carried out by the Company has shown that RepelTX™ and Protx2® work extremely well in conjunction with each other. Particularly in health care environments, the combination of water repellency and antimicrobial properties allows for garments that repel liquids and at the same time are able to kill bacteria. These combined attributes are optimal for the healthcare industry. The enhanced commercial benefit is increased revenue from sales involving a multiple of chemicals. RepelTx™ does not require regulatory approvals and is commercially available for sale.

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. In particular, athletic apparel has two key areas that can cause skin irritation, namely friction and excessive moisture. Dreamskin® targets both of these to help prevent irritation during sporting activities. Dreamskin®does not require regulatory approvals and is commercially available for sale.

Enguard® Insect Repellent Fabric

Applying Enguard® to fabrics results in a highly effective and durable insect repellent. A major strength of Enguard® is that it is safe for children. Testing carried out by the London School of Hygiene and Tropical Medicine show Enguard® to have repelling power comparable to high-concentration DEET and significantly greater than any other natural insect repellents.

The Company requires regulatory approvals in order distribute Enguard® treated products in the United States and Canada. The Company intends to pursue regulatory approvals for Enguard® with the EPA after the receipt of the Protx2® approvals referenced above.

UVtx™

Textiles infused with UVtx™ provides 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 never lose efficacy. UVtx™ does not require regulatory approvals and is commercially available for sale.

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 FreshTx™ is effective even when wet. FreshTx™ does not require regulatory approvals and is commercially available for sale.

Apollo

Apollo is the ultimate treatment for combating odour. With the use of antimicrobial + neutralization combined it not only smells fresher but also combats odour causing bacteria in order to extend textile life. Apollo does not require regulatory approvals and is commercially available for sale.

TempTX

TempTX is offered in two variants:

Cool: TempTX COOL utilizes unique chemical composites in order to decrease skin surface temperature, allowing for maximum performance in the hottest conditions.

Thermo: TempTX THERMO uses an innovative thermo-conductive inner coating to absorb and retain body heat.TempTX does not require regulatory approvals and is commercially available for sale.

BioTX

BioTX is a revolutionary durable anti-stink solution that does not use traditional heavy metals. BioTX uses a proprietary microencapsulation process that stores the active ingredient in a coated shell that is embedded into the fabric, allowing for sustained long term release, when needed. BioTx does not require regulatory approvals and is commercially available for sale.

RepelTX Eco Plus

RepelTX Eco Plus is the next generation in fluorine-free liquid repellency. A safer C0 technology removes PFCs (perfluorochemicals) from the repellency equation without compromising on performance while staying sustainable and safe. RepelTX Eco Plus does not require regulatory approvals and is commercially available for sale.

OMEGA+

OMEGA+ is a natural, safe, and proprietary ingredient used to increase the level of Far Infrared ("FIR") emissions (soft heat) from a broad range of medical, textile, personal care and household products. It effectively emits a mild FIR energy directly to the area of discomfort and at the same time provides comfort, support and relief in minutes. OMEGA+ does not require regulatory approvals and is commercially available for sale.

IMPRINT

IMPRINT wicks moisture away from the skin utilizing gateways in the fabric exposing logos and patterns. This allows designers to create unique and interactive textiles by adding additional product features not found on ordinary garments. As soon as the fabric absorbs and wicks away moisture from the skin, it instantly reveals unique patterns, graphics and/or logos. IMPRINT does not require regulatory approvals and is commercially available for sale.

DriForce

DriForce works by absorbing and spreading moisture out across the fabric to enhance the evaporative drying rate on the inside whilst utilizing a revolutionary polymer on the outside that doesn't allow perspiration to pull moisture through the textile. DriForce is designed to transport moisture away from the skin on the inside of a garment, so that embarrassing perspiration stains are not shown on the outside of a garment. DriForce does not require regulatory approvals and is commercially available for sale.

RECENT DEVELOPMENTS

EPA Registration bioACTIV AM

On January 31, 2023 the Company announced that IFTNA had received a United States Environmental Agency ("EPA") registration for its innovative new multifunctional technology, bioACTIV AM, which combines anti-microbial, anti-viral, deodorant and UV Protection into a single formulation.

bioACTIV AM, represents the culmination of a lengthy period of development and testing to create a novel 4-in-1 formulation that marries anti-bacterial and anti-viral efficacy with deodorization and UV protection in a single textile finishing application. bioACTIV AM represents the first technology of it's kind that offers multiple performance attributes within a single formulation, which creates process and cost efficiencies for the Company's customers while delivering enhanced multimodal capabilities.

In addition to expanding and strengthening The Company's line-up of innovative textile technologies, bioACTIV AM represents a meaningful advancement in a proprietary chemical delivery system, which will allows the ability to create high performance single application chemistries that can be combined and then durably embedded as a single finish, creating multiple distinct or synergistic performance characteristics for any textile based product. This new multifunctional capability combined into a single application can be brand specific, allowing for customization of products by customer to deliver exclusive performance combinations across various industries

IFTNA intends to initiate marketing and business development activities related to bioactive AM for both existing and potential new customers and partners commencing Q3 2023. The Company will also look at potential opportunities to incorporate bioACTIV AM into its existing brands including the company's new direct to consumer line Verzus All.

New swimwear programs
During Q2 2023, IFTNA commenced shipping Roots' licensed swimwear products to two major Canadian retailers. The sell-though of these products at the retail level has significantly exceeded management's expectations in this regard.

Non-apparel "kill claims" PROTX2
By press release on May 2, 2023, the Company announced that it had received a United States Environmental Agency ("EPA") registration for PROTX2® as a "Continually Self-Sanitizing Textile". This registration allows textiles treated with the PROTX2 technology, to make public health claims for use in non-apparel products, which includes, curtains, carpeting and home furnishing fabrics, amongst others.

Under this new registration, qualifying textile products integrating PROTX2, are now able to make a number of meaningful public health claims including:

PROTX2® Treated Textiles - Kills 99.99% of bacteria in 10 mins, with nonstop disinfection for 24 hours;
Kills pathogenic bacteria;
Kills 99.99% of bacteria non-stop for 24 hours; and
Continuously disinfects bacteria after 24 hours of continuous use without washing.

Extension of warrants
2,943,717 common share purchase warrants, issued pursuant to an equity offering which, closed on February 22, 2021 expired on March 23, 2023 and were extended for a further period of twelve months to March 23, 2024.

Successful clinical trial outcome
On July 5, 2023, the Company announced that it had achieved a successful outcome with regard to the recent clinical trial conducted at the MermorialCare Saddleback Medical Center, Irvine, California.

The objective of the trial was to empirically demonstrate the reduction in bacterial loads on ProTX2 treated scrubs versus standard off the shelf untreated scrubs, when used in a healthcare environment. Three sets of scrubs were produced for the trial; one set treated with ProTX2 only, a second set with Protx2 and the Company's proprietary DWR (durable water repellant) technology and, a third set with no technologies applied (the control).

The summary of the trial findings was that both the PROTX2 and the PROTX2 with DWR treated scrubs demonstrated statistically significant reductions in bacterial loads on the surfaces of scrubs, as compared to untreated scrubs. The term statistically significant is used to describe a result that is highly unlikely to occur by chance alone in a natural environment. The results achieved in the study demonstrate that the Company's proprietary technologies were uniquely responsible for the reduction in bacterial loads witnessed throughout the trial. The next and final phase of this trial is to submit the study to a recognized medical journal for peer review.

Leaching study PROTX2
On August 31, 2023, the Company announced that ongoing communications with the EPA had culminated in the EPA's request for a final dataset regarding the leaching nature of textiles treated with PROTX2. Whilst the Company has for years internally conducted leaching testing to apparel and medical industry standards, the EPA requested a distinct protocol acceptable to the EPA.

The study is currently being carried out at an independent laboratory under Good Laboratory Practices ("GLP") standards and represents the final requirement in the EPA approval process for public health claims on apparel.

License agreement renewal
On October 6, 2023 the Company renewed its worldwide license agreement. During the license term, the Company is required to pay a quarterly royalty on its net sales as defined in the agreement, on all products sold under the licensed marks. The effective royalty rates vary depending on the distribution channel and range from 0%-10%. Minimum annual royalties have been established for the balance of the

contract period ending December 31, 2024 and 2025 in U.S. dollar amount of $220,000 and $240,000 respectively. In addition, the Company is required to pay an advertising fee of 1%-2%, depending on the distribution channel, payable quarterly, on its net sales as defined in the agreement, for promotion of the licensed products. The license term is in effect until December 31, 2025.

Headquarters move

On October 16, 2023, the Company executed a lease agreement for the rental of 5,202 square feet of office space in Markham, Ontario, at a location in close proximity to its current head office and warehouse location. After the move of management and all administrative staff to the new location, the Company's Markham owned building will be fully repurposed as warehouse space, in order accommodate the warehousing of products for new Canadian apparel programs. The new office lease agreement is for a period of 5 years commencing on April 1, 2024 and expiring March 31, 2029, with the option of renewal for a further period of 5 years. Basic rent payable is $17.95 per square foot for years 1-3 of the lease amounting to $93,376 per annum, and, $18.95 per square foot for years 4-5, amounting to $98,578 per annum. Additional rent will be calculated each year and, is estimated at $17.96 per square foot for the first year of the lease, or $93,428 per annum.

SELECTED ANNUAL INFORMATION

The following table sets forth selected annual consolidated statement of earnings (loss) information and balance sheet data for each of the last five fiscal years.

For the year ended and as at September 30,	2022	2021	2020	2019	2018
Income Statement Data					
Revenue	19,743,008	19,763,672	11,521,676	10,435,348	15,121,370
Net earnings (loss) attributable to common shareholders	(454,998)	2,369,698	(617,770)	(1,299,863)	924,743
Net earnings (loss) per common share					
Basic	(0.015)	0.084	(0.023)	(0.050)	0.035
Diluted	(0.015)	0.081	(0.023)	(0.050)	0.034
Balance Sheet Data					
Total assets	27,369,496	27,629,685	17,514,091	11,983,802	14,179,359
Total non-current financial liabilities	614,660	551,277	650,130	476,747	1,818,657
Cash dividends declared	-	-	-	-	-

Note

iFabric has changed its financial year end to December 31 of each year. Accordingly, the Company will report audited results for the 15 months ended December 31, 2023.

(In Canadian dollars, except as otherwise noted)

RESULTS OF OPERATIONS – THREE AND TWELVE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

The following table sets forth the Company's unaudited condensed consolidated statements of earnings (loss) and comprehensive earnings (loss) for the three and twelve months ended September 30, 2023 and 2022:

	Unaudited	Unaudited	Unaudited	Audited
	Three months		Twelve months	
For the period ended September 30,	**2023**	2022	**2023**	2022
REVENUE	**4,805,502**	6,032,950	**21,642,761**	19,743,008
COST OF SALES	**3,033,640**	4,178,843	**13,122,198**	12,716,732
GROSS PROFIT	**1,771,862**	1,854,107	**8,520,563**	7,026,276
EXPENSES				
General and administrative costs	**1,568,762**	1,469,667	**5,473,851**	5,092,819
Selling costs	**433,145**	468,382	**2,114,535**	1,347,699
Interest expense	**22,568**	15,452	**85,565**	49,723
Depreciation of property, plant and equipment and right-of-use assets	**29,371**	27,281	**118,930**	103,847
Amortization of deferred development costs	**6,705**	6,705	**26,820**	26,820
Share-based compensation	**81,100**	140,371	**85,009**	472,952
	2,141,651	2,127,858	**7,904,710**	7,093,860
EARNINGS FROM OPERATIONS	**(369,789)**	(273,751)	**615,853**	(67,584)
OTHER EXPENSES (INCOME)				
Loss (gain) on foreign exchange	**(66,224)**	(230)	**(15,394)**	175,292
Loan forgiveness	**(40,000)**	-	**(40,000)**	-
Loss on termination	**-**	-	**22,200**	-
Gain on disposal of capital assets	**-**	-	**(7,827)**	(17,500)
Government Grants	**-**	(1,520)	**(8,866)**	(17,895)
	(106,224)	(1,750)	**(49,887)**	139,897
EARNINGS BEFORE INCOME TAXES	**(263,565)**	(272,001)	**665,740**	(207,481)
PROVISION (RECOVERY OF) FOR INCOME TAXES				
Current	**(41,293)**	109,204	**152,897**	457,091
Deferred	**(80,900)**	(77,300)	**(80,800)**	(212,116)
	(122,193)	31,904	**72,097**	244,975
NET EARNINGS (LOSS)	**(141,372)**	(303,905)	**593,643**	(452,456)
NET EARNINGS (LOSS) ATTRIBUTABLE TO:				
iFabric Corp. shareholders	**(139,545)**	(296,083)	**596,986**	(454,998)
Non-controlling interest	**(1,827)**	(7,822)	**(3,343)**	2,542
	(141,372)	(303,905)	**593,643**	(452,456)
OTHER COMPREHENSIVE EARNINGS (LOSS)				
Unrealized gain (loss) on translation of foreign operations	**100,949**	353,253	**(114,987)**	455,662
TOTAL COMPREHENSIVE EARNINGS (LOSS)	**(40,423)**	**49,348**	**478,656**	**3,206**
EARNINGS (LOSS) PER SHARE				
Basic	**(0.005)**	(0.010)	**0.020**	(0.015)
Diluted	**(0.005)**	(0.010)	**0.020**	(0.015)

(In Canadian dollars, except as otherwise noted)

SELECTED OPERATING SEGMENT DATA

Twelve months ended September 30, 2023	Intimate Apparel	Intelligent Fabrics	Other Segments	Corporate Items and Eliminations	**Consolidated**
External Revenue	7,591,416	14,013,449	37,896	-	**21,642,761**
Earnings (loss) before income taxes	376,590	678,160	(12,825)	(376,185)	**665,740**

Twelve months ended September 30, 2022	Apparel	Fabrics	Segments	Items and	**Consolidated**
External Revenue	6,976,621	12,658,907	107,480	-	**19,743,008**
Earnings (loss) before income taxes	(541,949)	988,659	15,576	(669,767)	**(207,481)**

Twelve months ended September 30,	**2023**	2022
External sales revenue		
Canada	**10,959,460**	6,735,977
United States	**4,905,952**	5,187,828
United Kingdom	**518,068**	287,020
Southeast Asia and other	**5,259,281**	7,532,183
Total	**21,642,761**	19,743,008

Q4 2023 FINANCIAL HIGHLIGHTS

Three months ended September 30,	**2023**	2022
Revenue	**4,805,502**	6,032,950
Earnings from operations	**(447,602)**	(273,751)
Share based compensation	**(81,100)**	(140,371)
Adjusted EBITDA *(Note)	**(123,821)**	(82,192)
Net earnings before tax	**(263,565)**	(272,001)
Net earnings after tax attributable to shareholders	**(139,545)**	(296,083)
Other comprehensive earnings (loss)	**100,949**	353,253
Total comprehensive earnings	**(40,423)**	49,348
Net earnings per share		
Basic	**(0.005)**	(0.010)
Diluted	**(0.005)**	(0.010)

**Note: Adjusted EBITDA represents earnings before interest, taxes, depreciation, amortization and share based compensation*

DISCUSSION OF THE RESULTS OF OPERATIONS – THREE MONTHS ENDED SEPTMEBER 30, 2023 AND 2022

Revenue

Revenue decreased by $1,227,448 to $4,805,502 in Q4 2023 compared to $6,032,950 in Q4 2022. With respect to the reportable operating segments of the Company, revenue decreased by 38% or $727,071 in its Intimate Apparel segment to $1,203,493 in Q4 2023 from $1,930,564 in Q4 2022 and, revenue decreased by 12% or $479,124 in its Intelligent Fabrics segment to $3,596,759 in Q4 2023 from $4,075,883 in Q4 2022. Geographically, revenues decreased in Canada and Southeast Asia, while revenues in the US increased during Q4 2023 versus Q4 2022.

Overall, revenue decreased 20% during Q4 2023 in comparison to Q4 2022. The decrease in Intimate Apparel operating segment revenue in 2023 versus 2022 was primarily attributable to decreased intimate apparel sales in Canada due to major retailers being in an overstocked position. The decrease in revenues in the Intelligent Fabrics segment is mainly resultant from lower chemical sales in Asia, as well as timing differences in the delivery of inventory for committed programs in Canada, the bulk of which will now ship in the fifth quarter of 2023.

Gross profit

Gross profit as a percentage of revenue was 37% in Q4 2023 compared 31% in Q4 2022. The increase in gross percentage is primarily due to lower freight costs in 2023 compared to 2022. Gross profit in dollars decreased by 4% or $82,245 to $1,771,862 in Q4 2023 compared to $1,854,107 in Q4 2022, attributable to decreased revenues.

Selling, general and administrative costs

Selling, general and administrative costs increased by $63,858 to $2,001,907 in Q4 2023 compared to $1,938,049 in Q4 2022, mainly as a result of increased personnel costs, commissions, royalties, rent, advertising and travel costs incurred to support future revenue growth.

Interest Expense

Interest expense during Q4 2023 was $22,568 compared to $15,452 in Q4 2022, with the increase attributable to higher interest rates on the Company's variable rate secured bank loan.

Depreciation and Amortization

Depreciation of the Company's property, plant and equipment and amortization of deferred development costs totaled $36,076 during Q4 2023 compared to $33,986 during Q4 2022.

Share-based compensation

Share-based compensation costs in Q4 2023 amounted to $81,100, compared to $140,371 in the comparable quarter of 2022.

Gain on foreign exchange

In Q4 2023, the Company's gain on foreign exchange was $66,224 versus a gain of $230 in Q4 2022. The increase in exchange gains is due to the average weakening of the Canadian dollar in Q4 2023 compared to Q4 2022.

Provision (recovery) of income taxes

The Company's recovery of income taxes in Q4 2023 was $122,193, compared to a provision of income taxes of $31,904 in Q4 2022. The decrease is due to decreased earnings in certain subsidiaries. Included in the earnings (loss) before income taxes are certain non-deductible items for tax purposes. Differences in the amounts of non-deductible expenses is the primary reason for the change in the Company's effective income tax rate in Q4 2023 compared to Q4 2022.

Net loss and EBITDA.

The net loss attributable to iFabric's shareholders during Q4 2023 was $139,545 ($0.005 per share, basic and diluted) compared to net loss of $296,083 in Q4 2022 ($0.010 per share, basic and diluted). The decrease in the attributable net loss is primarily attributable to recovery of income taxes and increased exchange gains. Negative adjusted EBITDA for Q4 2023 amounted to $123,821 compared to negative adjusted EBITDA of $82,192 in Q4 2022, representing an increase of $41,629.

Other comprehensive earnings (loss)

In Q4 2023, there was a gain of $100,949 included in other comprehensive earnings compared to a gain of $353,253 in Q4 2022, in respect of unrealized gains and losses arising on currency translation of foreign operations. The total comprehensive loss amounted to $40,423 in Q4 2023 compared to total comprehensive earnings of $49,348 in Q4 2022.

DISCUSSION OF THE RESULTS OF OPERATIONS – TWELVE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

Revenue

Revenue increased by $1,899,753 to $21,642,761 for the twelve months ended September 30, 2023 from $19,743,008 for the comparable period in 2022. With respect to the reportable operating segments of the Company, revenue increased by 9% or $614,795 in its Intimate Apparel segment to $7,591,416 in 2023 from $6,976,621 in 2022 and revenue increased by 11% or $1,354,542 in its Intelligent Fabrics segment to $14,013,449 in 2023 from $12,658,907 in 2022. Geographically, for the twelve months in 2023, revenue in Canada and the UK increased whereas revenue in the US and Asia decreased compared to 2022.

Overall, revenue increased 10% during the twelve months ended September 30, 2023 in comparison to 2022. For the Intimate Apparel operating segment, increased in revenues in 2023 versus 2022 was due to increased sales in Canada. In respect of the Intelligent Fabrics operating segment, increased revenues in 2023 were attributable to new swimwear programs in Canada.

Gross profit

Gross profit as a percentage of revenue increased to 39% for the twelve months ended September 30, 2023 from 36% in the same period of 2022. The increase in gross profit margins is primarily attributable to reduction in freight costs from Asia, as well as selling price increases with respect to a number of products. Gross profit dollars increased by 21% or $1,494,287 to $8,520,563 for the year to date in 2023 from $7,026,276 in the same period of 2022. The increase in gross profit dollars was primarily as a result of increased revenues and the increase in gross margins for the reasons stated above.

Selling, general and administrative costs

For the twelve months ended September 30, 2023, selling, general and administrative costs increased by 18% or $1,147,868 to $7,588,386 from $6,440,518 for the twelve months ended September 30, 2022. Increased personnel costs, commissions, royalties, rent, advertising and travel costs incurred to support revenue growth, current and future, were the main reasons for the increase.

Interest Expense

Interest expense during the twelve months ended September 30, 2023, was $85,565 compared to $49,723 during the same period in 2022, with the increase attributable to higher interest rates on the company's variable rate secured bank loan.

Depreciation and Amortization

Depreciation of the Company's property, plant and equipment and amortization of deferred development costs totaled $145,750 during the twelve months ended September 30, 2023 compared $130,667 during the same period in 2022.

Share-based compensation

Share-based compensation costs for the twelve months ended September 30, 2023, were $387,943 lower than for the same period in 2022. The decrease in share-based compensation costs is due to a reduction in the amount of options vesting in 2023 compared to 2022.

Loss (gain) on foreign exchange

For the twelve months ended September 30, 2023, the Company's gain on foreign exchange was $15,394 versus a loss of $175,292 in the same period of 2022. The increase in the amount of exchange gains was primarily caused by the average weakening of the Canadian dollar through the twelve months ended September 30, 2023, relative to 2022.

Provision (recovery) of income taxes

The Company's provision for income taxes was $72,097 for the year to date in 2023, compared to provision of $244,975 for the same period in 2022. The decrease is due to decreased earnings in certain subsidiaries. Included in the earnings before income taxes are certain non-deductible items for tax purposes, for example share based compensation. Differences in the amounts of non-deductible expenses is the primary reason for the change in the Company's effective income tax rate in 2023 compared to 2022.

Net earnings (loss) and EBITDA

Net earnings attributable to iFabric's shareholders during the twelve months ended September 30, 2023, was $596,986 ($0.020 per share, basic and diluted) compared to net loss attributable to shareholders of $454,998 for the twelve months ended September 30, 2022 ($0.015 per share, basic and diluted, respectively), representing an increase in net earnings of $1,051,984. The increase is resultant from higher revenues and gross profit dollars as discussed above. Adjusted EBITDA for the twelve months ended September 30, 2023, amounted to $982,064 compared to adjusted EBITDA of $445,861 for the comparable period in 2022, representing an increase of $536,203 for the same reasons.

(In Canadian dollars, except as otherwise noted)

Other comprehensive earnings (loss)

For the twelve months ended September 30, 2023, the Company recorded a loss of $114,987 in other comprehensive earnings, in respect of the accumulated unrealized losses arising on the currency translation of foreign operations, compared to an unrealized gain of $455,662 included for the same period in 2022. The reason for the decrease was the relative weakening of the Canadian dollar in 2023 compared to 2022. Total comprehensive earnings for the twelve months ended September 30, 2023, amounted to $478,656 compared to comprehensive earnings of $3,206 in 2022, representing an increase of $475,450 for the reasons stated above.

SEASONALITY AND QUARTERLY FLUCTUATIONS

The Company's business is seasonal and results of operations for any interim period are not necessarily indicative of results of operations for the full fiscal year.

SUMMARY OF QUARTERLY RESULTS

Fiscal 2023	Q1	Q2	Q3	Q4
Revenue	4,916,365	6,642,563	5,278,331	4,805,502
Net earnings (loss) attributable to common shareholders	134,566	469,419	132,546	(139,545)
Net earnings (loss) per common share				
Basic	0.005	0.015	0.005	(0.005)
Diluted	0.005	0.015	0.005	(0.005)

Fiscal 2022	Q1	Q2	Q3	Q4
Revenue	4,993,871	3,477,287	5,238,900	6,032,950
Net earnings (loss) attributable to common shareholders	167,960	(671,680)	344,805	(296,083)
Net earnings (loss) per common share				
Basic	0.006	(0.023)	0.012	(0.010)
Diluted	0.006	(0.023)	0.012	(0.010)

Fiscal 2021	Q1	Q2	Q3	Q4
Revenue	7,520,901	2,882,660	4,155,829	5,204,282
Net earnings (loss) attributable to common shareholders	1,602,282	(141,155)	705,406	203,165
Net earnings (loss) per common share				
Basic	0.060	(0.006)	0.024	0.006
Diluted	0.058	(0.006)	0.023	0.006

Note

iFabric has changed its financial year end to December 31 of each year. Accordingly, the Company will report audited results for the 15 months ended December 31, 2023 and, an additional quarter will be added to the above table in 2023.

(In Canadian dollars, except as otherwise noted)

The following table sets forth the Company's unaudited condensed consolidated statements of financial position as at September 30, 2023 and September 30, 2022:

As at	**September 30, 2023**	September 30, 2022
ASSETS		
Current assets		
Cash	**2,893,980**	944,725
Accounts receivable	**5,795,839**	7,017,329
Inventories	**7,713,934**	9,353,200
Income taxes recoverable	**53,249**	39,780
Foreward exchange forward contracts	**40,925**	-
Prepaid expenses and deposits	**5,994,034**	5,338,748
Total current assets	**22,491,961**	22,693,782
Non-current assets		
Due from related parties	**49,748**	87,248
Property, plant and equipment	**3,164,409**	3,110,330
Right-of-use assets	**33,340**	52,548
Deferred development costs	**178,019**	204,838
Deferred income taxes	**1,187,700**	1,165,700
Goodwill	**55,050**	55,050
Total non-current assets	**4,668,266**	4,675,714
Total assets	**27,160,227**	27,369,496
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	**2,020,333**	2,520,095
Customer deposits	**-**	85,326
Income taxes payable	**114,239**	195,097
Deferred revenue	**-**	13,090
Current portion of lease liability	**19,208**	19,208
Current portion due to related parties	**545**	4,559
Current portion of car loan payable	**12,358**	12,792
Current portion of bank loan payable	**1,006,394**	1,138,704
Total current liabilities	**3,173,077**	3,988,871
Non-current liabilties		
Deferred income taxes	**8,800**	-
Non-current portion of lease liability	**14,132**	33,340
Non-current portion of car loan payable	**24,816**	33,948
Due to related parties	**487,372**	547,372
Total non-current liabilities	**535,120**	614,660
Total liabilities	**3,708,197**	4,603,531
Commitments		
EQUITY		
Equity attributable to iFabric Corp. shareholders		
Capital stock	**9,005,949**	13,660,614
Reserves	**8,537,532**	3,675,458
Retained earnings	**5,754,913**	5,157,927
Accumulated other comprehensive earnings	**144,124**	259,111
Total equity attributable to iFabric Corp. shareholders	**23,442,518**	22,753,110
Non-controlling interest	**9,512**	12,855
Total equity	**23,452,030**	22,765,965
Total liabilities and equity	**27,160,227**	27,369,496

(In Canadian dollars, except as otherwise noted)

OVERVIEW OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The Company's cash balance increased by $1,949,255 to $2,893,980 as at September 30, 2023 from $944,725 as at September 30, 2022, mainly attributable to the collection of accounts receivable and a reduction in inventories during the period.

Total accounts receivable at the end of Q4 2023 was $5,795,839 compared to $7,017,329 as at September 30, 2022, representing a decrease of $1,221,490, attributable to collections net of revenues during the period.

Total inventory decreased by $1,639,266 to $7,713,934 at the end of Q4 2023 from $9,353,200 at the end of fiscal 2022. The reduction in inventory is attributable to decreased purchases of replenishment inventory, caused by a substantial reduction in shipping times from Asia, allowing for more efficient inventory management.

Prepaid expenses and deposits increased by $655,286 to $5,994,034 as at September 30, 2023 from $5,338,748 as at September 30, 2022 as a result of new apparel programs and increases in current programs.

Property, plant and equipment at the end of Q4 2023 totaled $3,164,409 compared to $3,110,330 at the end of fiscal 2022, with the increase attributable to renovations to the Company's Markham warehouse, in order to increase the amount of available warehouse space.

Right-of-use assets decreased to $33,340 in Q4 2023 compared to $52,548 at the end of fiscal 2022, with the difference attributable to depreciation.

Deferred development costs decreased to $178,019 at the end of Q4 2023 from $204,838 at the end of fiscal 2022, with the difference attributable to amortization.

Deferred income taxes increased to $1,187,700 at the end of Q4 2023 from $1,165,700 at the end of fiscal 2022.

Current liabilities amounted to $3,173,077 at September 30, 2023 compared to $3,988,871 as at September 30, 2022 representing a decrease of $815,794.

Non-current liabilities at the end of Q4 2023 were $535,120 compared to $614,660, as a result of repayments during the period.

NON-GAAP PERFORMANCE MEASURES

The following tables reconcile Non-GAAP Performance Measures used by the Company in analyzing the operational performance of the Company to their nearest IFRS measure, and should be read in conjunction with the Consolidated statement of operations and comprehensive earnings (loss) and Consolidated statement of cash flows included in the Consolidated financial statements as of September 30, 2023 and 2022.

EBITDA and Adjusted EBITDA

The following table reconciles net earnings and comprehensive earnings (loss) attributable to owners of the Company to our Non-GAAP Performance Measure, Adjusted EBITDA:

	Three months		Twelve months	
For the period ended September 30,	**2023**	2022	**2023**	2022
Net earnings (loss) after tax attributable to shareholders	**(139,545)**	(296,083)	**596,986**	(454,998)
Add (deduct):				
Net earnings attributable to non-controlling interest	**(1,827)**	(7,822)	**(3,343)**	2,542
Provision for income taxes	**(122,193)**	31,904	**72,097**	244,975
Share-based compensation	**81,100**	140,371	**85,009**	472,952
Amortization of deferred development costs	**6,705**	6,705	**26,820**	26,820
Depreciation of plant, property and equipment and right-of-use assets	**29,371**	27,281	**118,930**	103,847
Interest expense	**22,568**	15,452	**85,565**	49,723
Adjusted EBITDA	**(123,821)**	(82,192)	**982,064**	445,861
Add (deduct):				
Share-based compensation	**(81,100)**	(140,371)	**(85,009)**	(472,952)
EBITDA	**(204,921)**	(222,563)	**897,055**	(27,091)

The Company provides adjusted EBITDA for the purpose of providing investors, prospective investors and other users of the financial statements, the means to optimally assess the Company's operational performance, by excluding items such as share-based compensation and other expense items which, are not are not considered operational in nature.

LIQUIDITY, CASH FLOWS AND CAPITAL RESOURCES

The Company is subject to risks including, but not limited to, the potential inability to raise additional funds through debt and/or equity financing to support the Company's development and continued operations, and to meet the Company's liabilities and commitments as they come due.

The Company's capital resources include a bank operating line, a secured bank loan, and equity attributable to the Company's shareholders.

Bank Operating Line

Two of the Company's subsidiaries share a demand operating loan with a tier one Canadian bank available to a maximum of $6,750,000, against which $0 was outstanding as at September 30, 2023 (September 30, 2022 - $0). The loan facility bears interest at either the bank's prime lending rate or USD base rate, as applicable, plus 0.75%. The purpose of the credit facility is to provide for ongoing operating requirements including the financing of accounts receivable and inventories. The facility is secured by a first-ranking all-indebtedness collateral mortgage in the amount of $3,000,000 on land and buildings, a general security agreement, an assignment of rents, as well as guarantees from the Company and two of its subsidiary companies.

Variable Rate Demand Loan

One of the Company's subsidiaries has a variable rate demand loan, payable in monthly principal payments of $9,172 and variable monthly interest payments at the lender's prime interest rate plus 0.75% per annum, amortized over a fifteen-year period ending February 28, 2032, and secured by a first-ranking all-indebtedness collateral mortgage in the amount of $3,000,000 on land and buildings, a general security agreement, an assignment of rents, as well as guarantees from the Company and three of its subsidiary companies. This loan is an obligation of a subsidiary of the Company with a 25% non-controlling interest. Management expects to pay only the minimum monthly payments during the next twelve months.

Two of the Company's subsidiaries has a $60,000 loan each for a total of $120,000, which was funded by the Canada Emergency Business Account ("CEBA"). CEBA is interest free until December 31, 2023 with one third of the balance forgiven if two thirds of the balance is repaid by December 31, 2023. These loans were repaid on October 24, 2023.

Working capital

Working capital represents current assets less current liabilities. As at September 30, 2023, the Company's working capital was $19,318,884 compared to working capital of $18,704,911 as at September 30, 2022, representing an increase of $613,973. The increase is mainly attributable to the earnings for the period.

Operating activities

Cash provided by operating activities during the twelve months ended September 30, 2023, amounted to $2,248,910 compared to an amount of $8,211,827 used in operating activities during the twelve months ended September 30, 2022, representing an increase in cash inflow of $10,460,737. The increase in operational cash inflow can mainly be attributed to collection of accounts receivable, and a reduction in payments for inventory.

Financing activities

Cash used in financing activities during the twelve months ended September 30, 2023, amounted to $38,693, compared to $41,928 provided by financing activities during the twelve months ended September 30, 2022, representing a decrease of $80,621 in financing cashflow, mainly attributable to bank loan repayments.

Investing activities

$145,975 was used in investing activities during the twelve months ended September 30, 2023, compared to $242,756 used in investing activities during the twelve months ended September 30, 2022, in respect to warehouse renovations in order to increase warehouse space at the Company's Markham property.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of September 30, 2023.

COMMITMENTS & CONTRACTUAL OBLIGATIONS

During Q4 2023, there have been no significant changes in the contractual obligations from those disclosed in the Company's 2022 Annual Financial Statements and MD&A. These are:

(a) The Company enters into foreign exchange forward contracts to manage the risks associated with exchange rate fluctuations. For additional information refer to note 7 to the Q4 2023 financial statements.

(b) In terms of a worldwide license agreement, the Company has the right to use trademarks in connection with the manufacture, marketing, sale and distribution of certain licensed products. During the license term, the Company is required to pay a quarterly royalty on its net sales as defined in the agreement, on all products sold under the licensed marks. The effective royalty rates vary depending on the distribution channel and range from 0%-10%. Minimum annual royalties have been established for the balance of the contract period ending December 31, 2023 in U.S. dollar amount of $200,000. In addition, the Company is required to pay an advertising fee of 1%-2%, depending on the distribution channel, payable quarterly, on its net sales as defined in the agreement, for promotion of the licensed products. The license term is in effect until December 31, 2023.

(c) In terms of a Canadian license agreement pursuant to which the Company has the right to use trademarks in connection with the manufacture, marketing, sale and distribution of certain licensed products. During the license term, the Company is required to pay a quarterly royalty on its net sales as defined in the agreement, on all products sold under the licensed marks. The effective royalty rates vary depending on the distribution channel and range from 10-12%. Minimum annual royalties have been established for the contract periods ending December 31, 2023 and 2024, in amounts of $125,000 and $175,000 respectively. The license term is in effect until December 31, 2024.

RELATED PARTY TRANSACTIONS

During the three and twelve month periods ended September 30, 2023, there have been no significant changes in the related party transactions from those disclosed in the Company's 2022 audited consolidated financial statements.

FINANCIAL RISK MANAGEMENT

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. There have been no significant changes in the Company's risk exposures during the three and twelve months ended September 30, 2023, from those described in the Company's audited annual consolidated financial statements for the year ended September 30, 2022.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 30,299,467 common shares outstanding. Furthermore, as of the date of this MD&A, the Company had 1,345,000 options issued and outstanding, of which 1,120,000 were exercisable, as well as 2,943,717 common share purchase warrants issued pursuant to an equity offering which, closed on February 22, 2021. The warrants expired on March 23, 2023 and were extended for a further twelve months, to March 23, 2024.

RISKS & UNCERTAINTIES

The Company is exposed to various operational risks and uncertainties which are described in the Company's 2022 annual MD&A. The risks and uncertainties disclosed in the 2022 annual MD&A are not exhaustive. New risk factors may emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business, performance, condition, results, operations or strategies and plans. The following additional risk factors were identified during the current period:

Current and future global economic and political volatility and uncertainty may negatively impact our financial performance and results of operations as well as our ability to predict future spending requirements and growth, if any.

Current and future global economic, political and social conditions remain volatile and uncertain, especially due to the continuing impacts and uncertainties as a result of the COVID-19 pandemic, particularly in certain parts of the world. Further, acts of terrorism, labor activism or unrest, and other geopolitical unrest, including global events such as the Russian invasion of Ukraine, could cause disruptions in our business or the businesses of our partners or the economy as a whole. If any of the following international business risks were to materialize or become worse, they could have a material adverse effect on our business, financial condition and results of operations:

• social and political instability and, potential terrorist attacks, in a number of countries around the world, including continued hostilities and civil unrest in the Middle East and Ukraine. This instability may have a negative effect on our business, financial condition and operations via our customers and global supply chain;

• epidemics and pandemics, such as the coronavirus outbreak, which may adversely affect our workforce, as well as our suppliers and customers;

• adverse changes in government policies, especially those affecting trade and investment; and

• volatility in foreign currency exchange rates, in particular with respect to the U.S. dollar, and transfer restrictions, particularly in China.

As a result, it is difficult to estimate the level of growth or contraction for the global economy as a whole. It is even more difficult to estimate economic growth or contraction in various sectors and regions, including the markets in which we operate. Because all components of our budgeting and forecasting are dependent upon estimates of growth or contraction in the markets we serve and the demand for our products and services, the prevailing economic uncertainties render estimates of future income and expenditures very difficult to make. Adverse changes may occur as a result of the impact of the COVID-19 pandemic or the continued prevalence of public health crises, wavering consumer confidence, unemployment, declines in stock markets, contraction of credit availability, declines in real estate values, stagnant economic conditions, increasing nationalism and protectionism, trade tensions and tariff uncertainty, political deadlock, war, financial and trade sanctions, social unrest or other factors affecting economic conditions generally. These changes may negatively impact our ability to meet our targets for revenue, Adjusted EBITDA and cash from operating activities.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This MD&A is based upon the Q4 2023 unaudited condensed consolidated interim financial statements, which have been prepared in accordance with IFRS and IAS 34, "Interim Financial Reporting". The preparation of the Q4 2023 unaudited condensed consolidated interim financial statements requires management to select appropriate accounting policies and to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingent assets and liabilities at the end of the reporting period. The estimates and related assumptions are based on previous experience and other factors considered reasonable under the circumstances, the results of which form the basis of making assumptions about carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future that management has made could result in a material adjustment to the carrying amounts of assets and liabilities, or on the reported results of revenues, expenses, gains, or losses, in the event that actual results differ from assumptions made. The methods used to calculate critical accounting estimates are consistent with prior periods.

During Q4 2023, there were no significant changes to methods used to:

- Cost inventory or determine provisions for obsolete or slow-moving inventory
- Determine impairment of deferred development costs
- Determine impairment of deferred income tax assets
- Determine impairment or estimated useful lives of property, plant and equipment
- Determine the fair value of share-based payment transactions

For further details concerning the use of estimates, judgments and assumptions in the preparation of the Company's Q4 2023 unaudited condensed consolidated interim financial statements, along with details of the significant accounting policies used in the preparation of such interim financial statements, specific reference should be made to note 3 of the Company's audited annual consolidated financial statements for the fiscal year ended September 30, 2022.

ACCOUNTING POLICY DEVELOPMENTS

The significant accounting policies as disclosed in the Company's audited annual consolidated financial statements for the year ended September 30, 2022 have been applied consistently in the preparation of the Q4 2023 unaudited condensed consolidated interim financial statements.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer (the "Certifying Officers") by others on a timely basis so that appropriate decisions can be made regarding public disclosure within the time periods required by applicable securities laws. The Certifying Officers are responsible for establishing and maintaining the Company's disclosure controls and procedures. Based on an evaluation of the Company's disclosure controls and procedures, the Company's Certifying Officers have concluded that these controls are appropriately designed and were operating effectively as of September 30, 2023. Although the Company's disclosure controls and procedures were operating effectively as of September 30, 2023 there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company to disclose material information otherwise required to be set forth in the annual regulatory filings.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal control over financial reporting ("ICFR") is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in accordance with IFRS. The Certifying Officers are responsible for establishing and maintaining adequate ICFR for the Company. The Certifying Officers have evaluated the effectiveness of the Company's ICFR as at September 30, 2023 and whether any material weaknesses relating to the design of the Company's ICFR were existing as at September 30, 2023. Based on that evaluation, the Certifying Officers concluded that the ICFR, as defined by National Instrument 52-109 – Certification of Disclosure on Issuers' Annual and Interim Filings, are appropriately designed and were operating effectively and that no material weaknesses were identified through their evaluation. The Certifying Officers have evaluated whether there were any changes in the Company's ICFR that occurred during the fiscal period ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, its ICFR. No such changes were identified through their evaluation.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's Annual Information Form, consolidated audited annual financial statements, and unaudited condensed consolidated interim financial statements, is available on SEDAR at www.sedar.com. Additional information can also be found on the Company's website at www.ifabriccorp.com.