

iFabric Corp.

Compensation Committee Charter

Purposes

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of iFabric Corp. (the “Company”) has been delegated responsibility by the Board to ensure that the compensation available to the Board, executive officers and other senior management of the Company enables the Company to attract and retain associates with superior quality management and leadership competencies and is consistent with the Company's compensation philosophies. The Committee establishes and administers the Company's policies, programs and procedures for compensating its senior management and Board.

Composition

- **Size.** The size of the Committee shall be determined by the Board, but it shall consist of no fewer than three members.
- **Qualifications.** Each Committee member must (a) satisfy the applicable independence requirements set forth in the rules of the Toronto Stock Exchange, and (b) be an “independent” member within the meaning of NI 52-110. Each committee member must have the knowledge and experience required to perform their duties effectively and make executive compensation decisions in the best interests of the Company and its shareholders.
- **Selection.** The Board will select the members and Chair of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The duties and responsibilities of the Committee shall include the following:

1. Review and make recommendations to the Board with respect to compensation policies and practices.
2. Review and make recommend compensation for the CEO, CFO, Vice President, Sales and Operations, Board members and committee chairs, including the determination of the number of equity-based incentive awards to be granted.
3. Oversee and recommend awards under the Company's stock option plan.
4. Review and recommend corporate and individual performance goals for the CEO and other senior executive officers.

The recommendations of the Committee are presented to the Board for approval. In making recommendations to the Board, the Committee is to take into account the following:

1. the duties of each individual and his or her past service and continuing responsibilities;
2. the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;
3. the Company's performance and shareholder returns and what compensation structure will most closely align the compensation with the goals of the Company; and
4. the form and amount of compensation awarded by comparable companies and competitors

Meetings

The Committee will meet at least once annually, and more frequently if necessary to carry out its responsibilities under this Charter, without management present, unless their input is required on specific issues.

Delegation

The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, to the extent permitted by applicable law.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any consultants or any other advisors retained by the Committee. The Committee will have the sole authority to retain and terminate compensation consultants to assist in the evaluation of director or executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants. In the performance of its duties, the Committee and its members will have unrestricted access to management.

Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board, and (b) evaluate its own performance and report the results of this evaluation to the Board.

Publication

Consistent with Toronto Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company. The Company's annual report will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.

March 25, 2013