iFABRIC CORP.
MANAGEMENTS' DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the Year Ended September 30, 2014

January 28, 2015

The following Management Discussion and Analysis ("MD&A") of iFabric Corp. ("iFabric" or the "Company") should be read together with the audited consolidated financial statements for the year ended September 30, 2014 and the related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards.

Continuous disclosure documents, including the Company's press releases and quarterly reports, are available through its filings with the securities regulatory authorities in Canada at www.sedar.com and on the Company's website at www.ifabriccorp.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of 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 the MD&A. 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 OVERVIEW

General

The purpose of this MD&A of the financial position and operating results is to provide the reader with an overview of the changes in the financial position of iFabric between October 1 2013 and September 30, 2014. It also compares the operating results and cash flows for the year ended September 30, 2014 to those of the previous financial year.

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

- Intimate Apparel: Includes the design, purchasing, and distribution of intimate apparel.
- Intelligent Fabrics: Includes the development, testing and distribution of specialty textiles as well as chemicals suitable for application to textiles.

Nature of Operations

a) Intimate Apparel

The intimate apparel division commenced operations in 1992 as a manufacturer and distributor of foam shoulder pads. Operations were subsequently expanded to include the design and manufacture of women's intimate apparel and in particular a range of specialty bras including the division's patented backless, strapless underwire bra. The division also distributes a range of complimenting accessories. Worldwide consumer demand for these products has contributed to the division's success to date. The division's customer base includes a number of major retailers as well as specialty boutiques situated in its main market regions being, the UK, USA and Canada. International sales outside these regions comprise less than 5% of total sales.

Initially all products were manufactured and distributed from manufacturing facilities situated in Ontario, Canada. However, in 2005, management took a decision to wind down the Canadian manufacturing operations in favour of outsourcing manufacture to major mills located in China. The benefits of this decision were twofold:

1) Lower and stable direct product costs resulting in improved margins.
2) Significant saving in overheads especially in lower sales months.

As a further consequence of this decision, manufacturing space in Company owned premises located in Markham, Ontario were converted to warehouse and office space and currently serves as the Company's head office as well as the product distribution centre for the Canadian market. In order to service its customers in the US and UK, the division currently utilizes contract warehouse facilities located in Los Angeles (US) and London (UK) respectively. Surplus space in its Canadian facility has been rented to third party tenants, which has reduced the carrying cost of this facility.

In early 2010, the management took a strategic decision to focus its future product sales of intimate apparel and accessories towards well known international branded products. The main perceived benefit in adopting this strategy, is the fact that major brand holders have substantial marketing budgets for promoting their brands as opposed to the more modest budget that the division is able to apply to the promotion of its own brands. Accordingly, management was of the opinion that royalties payable to brand holders would be more than offset by the margins realized on increased sales attributable to wider market awareness and acceptance of well-established branded products.

In September, 2010, the division signed its first exclusive worldwide license and distribution agreement with Maidenform Brands, Inc. ("Maidenform") to manufacture and market products in its market segment under various Maidenform brands. Maidenform is a global intimate apparel company with a portfolio of established, well-known brands. During its 90-year history, Maidenform has built strong equity for its brands and has established a platform for growth through a combination of innovative, first-to-market designs and creative advertising campaigns focused on increasing brand awareness with generations of women. Products are sold under some of the most recognized brands in the intimate apparel industry, including Maidenform®, Control It!®, Fat Free Dressing®, Flexees®, Lilyette®, Maidenform's Charmed®, Bodymates®, Inspirations®, Self Expressions® and Sweet Nothings®.

In January 2012 the division signed a second license and distribution agreement with Mo Industries, LLC (a subsidiary of VF Corporation) to manufacture and distribute intimate apparel under its Splendid and Ella Moss brands. In terms of this agreement, licensed territories include Australia, Canada, China, the European Union, Mexico, the Russian Federation, Singapore, the UAE, and the USA.

The *Splendid®* brand is known for its use of luxurious fabrics in a wide range of contemporary knit products incorporating modern fit and styling. The *Ella Moss®* brand is an ultra-feminine collection of casual knit tops and dresses featuring bold colors, whimsical styling and fashion silhouettes. *Splendid®* and *Ella Moss®* products are currently marketed internationally, by a number of high-end retail and online chains, specialty boutiques as well as its own stores.

The agreement with Mo Industries necessitated the establishment of new premises located in New York which is being used to house the division's product design team. The New York office also includes showroom space utilized to hold market appointments with major retail buyers for all brands/lines during New York intimate apparel market weeks throughout the year.

b) Intelligent Fabrics

A second strategic division was added in 2010 when the Company obtained exclusive North American distribution rights for a new generation of intelligent textiles which have the ability to kill bacteria, repel insects and help encourage a healthy skin environment amongst others. Management anticipates that the intelligent textiles division will be the main driving force of the Company's future growth and expansion.

On December 10, 2013 iFabric announced the execution of an agreement that secures global distribution and marketing rights of antimicrobial, antiviral and other textile technologies.

The execution of the agreement provided several significant benefits to iFabric:

- Expansion of distribution and marketing rights from North American rights to Worldwide rights;
- A direct, and more secure, relationship with the manufacturer of the technologies, including access to future product advancements and developments;
- Increased product margins as a result of the direct relationship with the manufacturer; and
- The elimination of a previous profit share arrangement.

This new agreement clearly demonstrates the confidence the manufacturer has in the Company to execute on the future growth plans for these products. The agreement provides iFabric with not only worldwide distribution rights at increased margins, but also a direct contractual relationship with the manufacturer and a more efficient supply of products to customers. In addition, iFabric also has the ability to now supply technical assistance and advice on product development in a wide variety of market areas on a global basis.

The intelligent fabrics division currently focuses its regulatory, product development and marketing efforts on three key technologies, namely:

1. 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.

2. Protx2® Anti Microbial Technologies

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 Hospital Acquired Infections ("HAI") including MRSA, C-Difficile, VRE and H1N1 and by their application may assist in preventing the spread of such infections.

3. Dreamskin®

Dreamskin® textile technology helps encourage a healthy skin environment.

Dreamskin is effective during both summer and winter months as high and low moisture environments both offer 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.

SELECTED QUARTERLY INFORMATION

The following is a summary of selected financial information for the eight most recent quarters:

	Sept. 30, 2014	June 30, 2014	Mar. 31, 2014	Dec. 31, 2013	Sept. 30, 2013	June 30, 2013	Mar. 31, 2013	Dec. 31, 2012
	Unaudited	*Unaudited*	*Unaudited*	*Unaudited*	*Unaudited*	*Unaudited*	*Unaudited*	*Unaudited*
	$	*$*	*$*	*$*	*$*	*$*	*$*	*$*
Total assets	11,559,443	11,505,874	10,715,550	10,336,611	9,154,711	9,821,901	8,781,054	8,427,899
Total long-term financial liabilities	1,952,287	2,043,967	2,036,698	2,086,298	2,084,741	2,142,828	2,327,121	2,580,094
Working capital	5,631,275	5,890,676	5,498,672	5,119,970	3,401,416	3,855,417	3,734,335	3,745,329
Retained earnings	3,277,708	3,471,287	3,226,082	2,947,651	2,735,494	3,099,790	2,900,038	2,888,595
Product sales	3,204,129	3,856,192	2,884,222	2,978,733	1,909,362	2,709,015	2,254,113	1,185,751
Rental revenue	18,301	25,801	27,052	27,052	27,052	32,217	32,217	16,256
Earnings from operations	(190,938)	566,224	342,308	314,023	(96,341)	369,612	376,188	(46,946)
Share based compensation	(122,260)	(123,150)	(35,593)	(47,671)	(90,204)	(73,065)	(273,145)	-
Impairment loss	-	-	-	-	(300,253)	-	-	-
Earnings (loss) before income taxes	(320,715)	381,175	422,076	320,972	(507,548)	337,316	80,173	36,707
Income tax (recovery)	(123,357)	136,087	141,988	107,642	(126,138)	137,601	55,695	24,296
Net earnings (loss)	(197,358)	245,088	280,088	213,330	(381,410)	199,715	24,478	12,411
Earnings (loss) per share - basic	(0.008)	0.009	0.011	0.008	(0.016)	0.008	0.001	0.001
Earnings (loss) per share - diluted	(0.008)	0.009	0.010	0.008	(0.016)	0.008	0.001	0.001
Dividends declared	-	-	-	-	-	-	-	-

SELECTED ANNUAL INFORMATION

The following is a summary of selected financial information for the five most recent financial years:

	Sept. 30, 2014	Sept. 30, 2013	Sept. 30, 2012	Sept. 30, 2011	Sept. 30, 2010
	Audited	*Audited*	*Audited*	*Audited*	*Audited*
	$	*$*	*$*	*$*	*$*
Total assets	11,559,443	9,154,711	8,454,058	8,292,672	6,871,155
Total long-term financial liabilities	1,952,287	2,084,741	2,801,891	3,485,694	2,328,184
Working capital	5,631,275	3,401,416	4,011,541	4,140,525	1,751,640
Retained earnings	3,277,708	2,735,494	2,880,050	3,098,730	2,614,499
Revenues	13,021,482	8,165,983	6,074,766	5,660,288	5,435,382
Earnings from operations	1,031,617	602,513	330,910	727,235	522,858
Share based compensation	(328,674)	(436,414)	-	-	-
Impairment loss	-	(300,253)	-	-	-
RTO transaction costs	-	-	(572,170)	-	-
Earnings (loss) before income taxes	803,508	(53,352)	(240,052)	641,723	323,446
Income tax (recovery)	262,360	91,454	(25,703)	156,204	61,674
Net earnings (loss)	541,148	(144,806)	(214,349)	485,519	261,772
Earnings (loss) per share - basic	0.021	(0.006)	(0.009)	0.04	1308.86
Earnings (loss) per share - diluted	0.020	(0.006)	(0.009)	0.04	1308.86
Dividends declared	-	-	-	-	-

DISCUSSION OF OPERATIONS

REVENUE AND OPERATING EXPENSE ANALYSIS

AUDITED CONSOLIDATED STATEMENTS OF EARNINGS

		2014		2013
REVENUE	$	**13,021,482**	$	8,165,983
COST OF SALES		**6,475,235**		3,635,494
GROSS PROFIT		**6,546,247**		4,530,489
EXPENSES				
General and administrative costs		**2,692,158**		1,920,282
Selling and design costs		**2,574,577**		1,840,977
Interest on operating line		**12,106**		24,070
Interest on long-term debt		**49,512**		54,873
Amortization of property, plant and equipment		**41,877**		50,383
Amortization of deferred development costs		**144,400**		37,391
		5,514,630		3,927,976
EARNINGS FROM OPERATIONS		**1,031,617**		602,513
OTHER EXPENSES (INCOME)				
Share based compensation		**328,674**		436,414
Impairment loss		**-**		300,253
Gain on foreign exchange		**(82,455)**		(48,703)
Unrealized gain on foreign exchange forward contracts		**(4,958)**		(31,131)
Sundry income		**(13,152)**		(968)
		228,109		655,865
EARNINGS (LOSS) BEFORE INCOME TAXES		**803,508**		(53,352)
PROVISION FOR (RECOVERY OF) INCOME TAXES				
Current		**378,832**		250,412
Deferred		**(116,472)**		(158,958)
		262,360		91,454
NET EARNINGS (LOSS)		**541,148**		(144,806)
OTHER COMPREHENSIVE EARNINGS		**-**		-
TOTAL COMPREHENSIVE EARNINGS (LOSS)	$	**541,148**	$	(144,806)
EARNINGS (LOSS) PER SHARE				
Basic	**$**	**0.021**	$	(0.006)
Diluted		**0.020**		(0.006)

For the year ended September 30, 2014, the Company earned after tax income of $541,148, or $0.021($0.020 on a fully diluted basis) per share compared to an after tax loss of $144,806 or ($0.006) per share for the year ended September 30, 2013. The 2014 earnings were computed after expensing share based compensation costs of $328,674 in connection with the issuance of stock options, compared to an amount of $436,414 expensed on share based compensation in 2013. The 2014 earnings also included an after tax loss of $350,776 incurred by our intelligent textiles division which was mainly attributable to marketing, travel and regulatory costs incurred in advance of future anticipated sales for the division. By comparison, after tax losses for this division amounted to $452,289 in 2013.

Income from operations in 2014 amounted to $1,031,617 compared to $602,513 in 2013 representing an increase of $429,104 or 71%. For the quarter ended September 30, 3014 the net loss amounted to $197,358 compared to a net loss of $381,410 in the same period of 2013. The loss for the quarter included inventory write downs amounting to $154,525 (2013 - $47,407) as well as losses of our intelligent textile division amounting to $224,994 (2013 - $484,314) incurred for the above stated puposes.

Revenues

For the year ended September 30, 2014, the Company reported revenues of $13,021,482 compared to $8,165,983 in the previous year representing an increase of $4,855,499 or 59%. This increase was mainly attributable to new intimate apparel programs as well as initial sales of intelligent textile technologies which amounted to $846,645 in 2014 compared to $68,077 in 2013. For the quarter ended September 30, 2014 revenue amounted to $3,222,431 compared to $1,936,414 for the fourth quarter of 2013, representing an increase of $1,286,017 or 66%.

Cost of sales

Cost of sales represents the cost of goods imported from Asia and the USA as well as other direct costs such as freight and import duties incurred to bring inventory to their current state and location.

For the year ended September 30, 2014, the Company incurred $6,475,235 on cost of sales compared to $3,635,494 for the previous year. Gross profit for the year ended September 30, 2014 amounted to $6,546,247 (or 50% of sales) compared to $4,530,489 (or 55% of sales) in 2013. The reduction in gross margins is attributable to increased margin guarantee credits to customers, increased inventory write downs, clearance of end of season product at lower margins as well as the product sales mix for the year.

General, administrative and operation expenses

Total general, administrative and operation expenses for 2014 was $2,692,158 compared to $1,920,282 in 2013 representing an increase of $771,876 or 40%. This increase in general, administrative and operation expenses is largely attributable to increased staffing costs, professional fees and other variable costs related to the increase in sales.

Selling and design costs

Selling and design costs for the year ended September 30, 2014 amounted to $2,574,577, compared to $1,840,977 in 2013, representing an increase of $733,600 or 40%. This increase is largely attributable to marketing and design expenses incurred to achieve sales growth with regard to existing and future programs.

Interest on current debt

Interest costs of $12,106 for 2014 were incurred in respect of the use of a bank operating line to fund short-term working capital needs, compared to $ 24,070 incurred 2013.

Interest on non-current debt

This expense is composed primarily of the interest expense incurred on a secured loan which was utilized to finance the acquisition of the Company's premises located in Markham, Ontario.

The Company incurred interest costs for the year ended September 30, 2014 of $49,512 on its non-current debt compared to $54,873 for the prior year. This reduction in interest costs is attributable to a reduction in the amount of the related debt.

Depreciation and amortization

Amortization of property, plant and equipment decreased from $50,383 in 2013 to $41,877 in 2014 as a result of the reduction in book values of the related assets.

ASSETS, LIABILITIES AND SHARE CAPITAL ACTIVITIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

ASSETS

		September 30, 2014		September 30, 2013
ASSETS				
CURRENT				
Cash	**$**	**1,006,385**	$	457,131
Accounts receivable		**2,042,179**		1,087,357
Inventory		**4,412,215**		3,519,590
Prepaid expenses and deposits		**283,533**		175,441
Foreign exchange forward contracts		**59,828**		54,870
Investment tax credits recoverable		**-**		12,826
		7,804,140		5,307,215
NON-CURRENT				
Property, plant and equipment		**2,527,012**		2,551,288
Deferred development costs		**759,637**		904,036
Deferred income taxes		**453,594**		337,122
Goodwill		**55,050**		55,050
		3,795,293		3,847,496
TOTAL ASSETS	**$**	**11,599,433**	$	9,154,711

ASSETS, LIABILITIES AND SHARE CAPITAL ACTIVITIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

LIABILITIES AND SHAREHOLDERS' EQUITY

	September 30, 2014	September 30, 2013
LIABILITIES		
CURRENT		
Bank indebtedness	**$ 251,904**	$ 407,601
Accounts payable and accrued liabilities	**1,470,510**	1,127,648
Income taxes payable	**330,451**	236,657
Current portion of loans payable	**120,000**	133,893
	2,172,865	1,905,799
NON-CURRENT		
Due to related parties	**972,287**	984,741
Loans payable	**980,000**	1,100,000
	1,952,287	2,084,741
TOTAL LIABILITIES	**4,125,152**	3,990,540
SHAREHOLDERS' EQUITY		
CAPITAL STOCK	**2,722,194**	1,978,987
WARRANTS	**704,861**	-
OPTIONS	**757,308**	436,414
NON-CONTROLLING INTEREST	**12,210**	13,276
RETAINED EARNINGS	**3,277,708**	2,735,494
TOTAL SHAREHOLDERS' EQUITY	**7,474,281**	5,164,171
TOTAL LIABILITIES AND EQUITY	**$ 11,599,433**	$ 9,154,711

Summarized major financial statement balances:

	Sept 30, 2014 (Audited)	Sept 30, 2013 (Audited)
Assets	$ 11,599,433	$ 9,154,711
Liabilities	$ 4,125,152	$ 3,990,540
Shareholders' Equity	$ 7,474,281	$ 5,164,171
Common shares outstanding	25,869,750	25,437,500
Stock options outstanding	1,650,000	1,525,000
Warrants outstanding	232,113	-

Assets

Total assets of the Company as at September 30, 2014 and September 30, 2014 were comprised primarily of cash, accounts receivable, inventories, prepaid expenses and deposits, forward exchange contracts and, property and equipment.

Trade accounts receivable increased from $1,087,357 at September 30, 2013 to $2,042,179 at September 30, 2014 as a result of the increased sales volumes for the year.

The amount of inventories on hand increased from $3,519,590 in 2013 to $4,412,215 in 2014. This increase is also attributable to increased sales volumes which have necessitated the holding of higher replenishment inventory for customers.

Prepayments and deposits increased from $175,441 at September 30, 2013 to $283,533 in 2014. For the majority of product purchases deposits on average of approximately 30% is paid to the suppliers against the purchase order for merchandise. The increase in deposits for the year is in line with increased purchases for future delivery in order to support increased sales volumes.

The decrease in deferred development costs from $904,036 at September 30, 2013 to $759,637 at September 30, 2014 is attributable to amortization charged against the deferred development cost balance in 2014.

The balance of deferred tax increased to $453,594 as at September 30, 2014 from $337,122 at September 30, 2013. The largest component of deferred tax is the carried forward tax losses of Intelligent Fabric Technologies (North America) Inc.. It is projected that these losses will be fully utilized within the next 24 months with a corresponding realization of the tax benefit attributable thereto

Liabilities

As at September 30, 2014, the Company's liabilities totaled $4,125,152 of which current liabilities represented $2,172,865 and long term liabilities represented $1,952,287. As at September 30, 2013, the Company's liabilities totaled $3,990,540 of which current liabilities represented $1,905,799 and long term liabilities represented $2,084,741. The decrease in long term debt is mainly attributable to repayments of the Company's secured debt amounting to $120,000 for the year. The increase in current liabilities is mainly attributable to an increase in account payable resultant from increased sales volumes and a corresponding increase in the purchase of merchandise.

Shareholders' equity

As at September 30, 2014, shareholders' equity amounted to $7,474,281 compared to $5,164,171 as at September 30, 2013, representing an increase of $2,310,110. The increases in shareholders' equity during the year resulted from net proceeds of $1,430,288 received pursuant to a private placement of 407,250 of the Company's shares and 203,625 of shareholder warrants, which closed on December 13, 2013, an amount of $10,000 received in respect of the exercise of options by a Director of the Company, compensation of $328,674 recognized in respect of the issuance of stock options as well as the net earnings for the year of $541,148. A decrease in shareholders' equity in the amount of $7,780 resulted from the exercise of stock options by a Director of the Company during the year.

Outstanding share data

As at September 30, 2014, the Company had 25,869,750 common shares issued and outstanding, 1,650,000 stock options outstanding, exercisable at a weighted average price of $0.85 per share and 232,133 warrants outstanding exercisable at a weighted average price of $5.10.

LIQUIDITY, FINANCING ACTIVITY AND CAPITAL RESOURCES

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

Working capital

Working capital represents current assets less current liabilities. As at September 30, 2014, the Company's working capital was $5,631,275 compared to working capital of $3,401,416 as at September 30, 2013 an increase of $2,229,859 or 66%. The increase in working capital mainly attributable to net proceeds$1,430,288 from a private placement of the Company's shares as well as the net earnings for the year.

Cash used in operating activities

During the year ended September 30, 2014, the Company utilized cash of $574,120 to fund its operating activities as compared to an amount of $729,046 generated by operations in 2013.

Cash used in investing activities

During the year ended September 30, 2014, investing activities consumed cash of $14,870 for the purchase of equipment as opposed to an amount of $213,399 consumed in 2013 mainly on development costs

Cash provided by financing activities

The net amount of cash provided by financing activities for the year ended September 30, 2014 amounted to $1,138,244. This was comprised of net private placement proceeds of $1,440,288 from which $302,044 was utilized to repay debt. By contrast, financing activities consumed cash of $200,560 for the year ended September 30, 2013. This resulted from share issuances of $100,000 and the utilization of the Company's bank operating line to repay debt of $708,601.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

TRANSACTIONS WITH RELATED PARTIES

The Company was involved in the following related party transactions in which all transactions have been measured at the exchange amount (the amount established and agreed to by the related parties):

1. The CEO and CFO of the Company provide certain management advisory and accounting services to the Company. For the year ended September 30, 2014, the Company incurred expenses of $372,900 (2013 - $273,601) for services rendered. Of these amounts, remuneration for the CEO amounted to $220,400 (2013 – $154,701) and remuneration of $152,500 (2013 - $118,900) was in respect of the CFO.

2. A director of the Company was paid $48,000 (2013 - $48,000) for the provision of technical services.

3. Salaries, Directors' fees and benefits for other officers and directors of the company expensed through payroll amounted to $189,259 for the current year (2013 - $190,259).

4. An amount of $43,927 was expensed in respect of share based compensation resultant from the issuance of stock options to directors, officers key personnel of the company during the year (2013 - $370,069).

5. Included in accounts payable and accrued liabilities as at September 30, 2014 is an amount of $45,000 due to Directors of the Company in respect of unpaid fees (September 30, 2013 - $102,500).

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments comprise cash, accounts receivable, prepayments, other receivables, government assistance receivable, accounts payable and accrued liabilities and amounts due to related parties.

These instruments are initially recognized at fair value with the carrying amount being reduced by any impairment loss, with the exception of accounts receivable, where the carrying amount is reduced through the use of an allowance account.

Financial instruments that potentially subject the Company to credit risk consist of accounts receivable and prepayments. The credit risk that exists in this regard has been largely mitigated as a result of credit insurance maintained in respect of trade receivables.

As at September 30, 2014, the Company's non-current debt consisted of:

- A bank loan of $1,100,000 (2013 - $1,220,000) secured by a first readvanceable mortgage over land and buildings and a General Security Agreement over the assets of a subsidiary company. The loan is repayable in monthly payments of $10,000 together with interest at the bank's prime rate plus 1.25% and full repayment is due May 31, 2023.
- Amounts due to related parties of $972,287 (2013 - $984,741). These amounts are currently unsecured, interest free and payable on demand. As the related parties have waived their right to demand repayment over the next 12 months, these loans have been classified as long-term liabilities.

SEGMENTED INFORMATION

The Company has three reportable segments, as described below, which are strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different marketing strategies and technologies. For each of the strategic divisions, the CEO (the chief operating decision maker) reviews internal management reports on at least a quarterly basis. The following describes the operations in each of the reportable segments:

- Intimate Apparel: Includes the design, purchasing, and distribution of intimate apparel.
- Intelligent Fabrics: Includes the development, testing and distribution of specialty textiles as well as chemicals suitable for application to textiles.
- Other: Includes leasing of property to group companies and third parties.

Inter-segment transactions are made at prices that approximate market rates.

Property, plant and equipment, deferred tax assets, and goodwill are managed on a group basis and are not allocated to operating segments. Amortization of property, plant and equipment, and interest expense on operating lines of credit and long-term debt are managed on a group basis and are not allocated to operating segments.

The following segmented information pertains to the strategic divisions for the years ended September 30, 2014 and 2013:

Operating Segments 2014

	Intimate Apparel	Intelligent Fabrics	Other Segments	Corporate Items and Eliminations	**Consolidated**
Revenues					
Third party	$ 12,076,631	$ 846,645	$ 98,206	$ -	**$ 13,021,482**
Inter-segment	1,266,120	-	158,492	(1,424,612)	**-**
Total Revenues	13,342,751	846,645	256,698	(1,424,612)	**13,021,482**
Earnings (loss) before income taxes	1,443,558	(482,983)	78,234	(235,301)	**803,508**
Amortization of deferred development costs	-	(144,400)	-	-	**(144,400)**
Amortization of property, plant, and equipment	-	-	-	(41,877)	**(41,877)**
Interest on operating line	-	-	-	(12,106)	**(12,106)**
Interest on long-term debt	-	-	-	(49,512)	**(49,512)**
Segment assets	$ 6,929,661	$ 1,615,169	$ 1,413	$ 3,053,190	**$ 11,599,433**
Expenditures on property, plant, and equipment	-	-	-	28,354	**28,354**

Operating Segments 2013

	Intimate Apparel	Intelligent Fabrics	Other Segments	Corporate Items and Eliminations	Consolidated
Revenues					
Third party	$ 7,990,164	$ 68,077	$ 107,742	$ -	$ 8,165,983
Inter-segment	833,477	-	154,939	(988,416)	-
Total Revenues	8,823,641	68,077	262,681	(988,416)	8,165,983
Earnings (loss) before income taxes	970,505	(603,981)	96,738	(516,614)	(53,352)
Amortization of deferred development costs	-	(37,391)	-	-	(37,391)
Amortization of property, plant, and equipment	-	-	-	(50,383)	(50,383)
Interest on operating line	-	-	-	(24,070)	(24,070)
Interest on long-term debt	-	-	-	(54,873)	(54,873)
Segment assets	$ 4,635,717	$ 1,561,360	$ 11,307	$ 2,946,327	$ 9,154,711
Expenditures on property, plant, and equipment	-	-	-	3,048	3,048
Expenditures on development costs	-	223,177	-	-	223,177

The following summarizes external sales revenue for the Company by geographic operating segments:

Geographic Information

		2014		2013
External sales revenue				
Canada	**$**	**792,831**	$	1,013,896
United States		**10,601,893**		5,805,292
United Kingdom		**1,474,883**		1,346,795
Other		**151,875**		-
Total	**$**	**13,021,482**	$	8,165,983

All of the Company's non-current assets are located in Canada.

COMMITMENTS

The following details the Company's commitments as at September 30, 2014:

(a) The Company's total commitments, under various operating leases and a property lease agreement exclusive of occupancy costs are as follows:

2015		78,217
2016		64,080
2017		41,920
2018		10,740
	$	194,957

(b) The Company enters into foreign exchange forward contracts to manage the risks associated with exchange rate fluctuations. As at September 30, 2014, the Company had contracted to sell GBP £90,000 and sell USD $850,000. As well, the Company had contracted to buy USD $700,000.

For the year ended September 30, 2014, there is an unrealized gain on foreign exchange of $4,958 (September 30, 2013 - $31,131) included in the statement of earnings and comprehensive earnings.

(c) The Company is party to an exclusive worldwide license agreement for the right to use trademarks in connection with the manufacture, marketing, sale and distribution of certain licensed products. During the initial license term, the Company is required to pay a monthly royalty of 8.5% on its net sales as defined in the agreement, on all products sold under the licensed marks. In addition, the Company is required to pay an advertising fee of 2%, payable quarterly, on its net sales as defined in the agreement, for promotion of the licensed products. The initial license term was in effect until December 31, 2012, and during the year was renewed for an additional term of two years ending December 31, 2014, under the same terms as the prior agreement. As at the financial statements approval date, the Company is in the process of negotiating an extension of this agreement, including expanding the agreement to include additional apparel categories. Management anticipates that the new agreement will be executed in February, 2015.

(d) Effective October 17, 2011, the Company entered into an exclusive worldwide license agreement for the right to use trademarks in connection with the manufacture, marketing, sale and distribution of certain licensed products. During the initial license term, the Company is required to pay a monthly royalty of 9.5% on its net sales as defined in the agreement, on all products sold under the licensed marks. The initial license term is in effect until December 31, 2015 and may be renewed for an additional term of four years on the condition that certain performance goals as defined in the agreement are attained.

(e) Effective January 16, 2012, the Company entered into an exclusive license agreement for the right to use trademarks in connection with the manufacture, marketing, sale and distribution of certain licensed products. The licensed territory includes certain worldwide areas as specified in the agreement. During the initial license term, the Company is required to pay a monthly royalty of 9% on its net sales as defined in the agreement, on all products sold under the licensed marks. Minimum annual royalties have been established for the contract periods ending December 31, 2013, 2014, and 2015 in the amounts of $144,000, $279,000 and $432,000 respectively. In addition, the Company is required to pay an advertising fee of 2%, payable semi-annually, on its net sales as defined in the agreement, for the promotion of the licensed products. The initial license term is in effect until December 31, 2015 and may be renewed for an additional term of three years on the condition that certain performance goals as defined in the agreement are attained.

(f) As at September 30, 2014, the Company had no open letters of credit for purchases of inventory (September 30, 2013 - $17,000).

SUBSEQUENT EVENTS

The following material subsequent event occurred between September 30, 2014 and the date of this MDA.

(a) On October 1, 2014, the Company entered into an agreement with a former Director and manager of the Company, which provides for $93,755 of severance payments, payable over a period of 26 weeks.

(b) On December 8, 2014, the Company's wholly-owned subsidiary, Intelligent Fabric Technologies (North America) Inc. ("IFTNA"), executed a strategic production, sales, and marketing agreement, which provides exclusive use of unique combinations of IFTNA's products and technologies, for distribution in the home and hospitality markets.

RISK FACTORS

Financial

iFabric will require additional financing to fund the expansion of iFabric. There can be no assurance that iFabric 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.

Competition

iFabric faces significant competition in almost every aspect of its business, particularly from other companies that:
- Design, manufacture and distribute intimate apparel and accessories;
- Sell sprays, topical liquids and creams that repel biting insects when applied to the skin;
- Sell sprays, liquids, creams, chemicals and textiles which have the ability to kill bacteria;
- Sell sprays, topical liquids, creams and oral medication that assist with the healing of skin and the control of skin irritations; and
- Distribute chemicals that can be applied to textiles in order to kill bacteria.

Licensing Arrangements

iFabric will be 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:
- 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

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

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 textile 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 of such products. Different markets will require differing marketing strategies and the adoption of the Company's products may be slower than anticipated.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of these 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 and that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Valuation of inventories:
Provisions for non-saleable inventories are prepared by management based on their knowledge of sales history.

Recoverability of deferred development costs:
Management deems all such costs as recoverable based on the pending Health Canada and the EPA approval of items under development as well as contracts with buyers which are pending.

Benefits of deferred income tax assets:
Management bases this estimate on the estimated future tax rate at the time in which it is expected for the asset to be realized. Many of these rates are not final due to their future nature.

Estimated useful life of property, plant and equipment:
Management makes this estimate based on past experience with similar assets and future business plans.

Allowance for doubtful accounts:
Management provides for doubtful accounts based on its assessment of credit risk, past experience and payment history of a customer.

Share-based payment transactions:
The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield of the share option and forfeiture rate.

Provision for margin guarantee rebates:
The company has guaranteed a minimum level of margins, to certain of its customers, as a condition of sale. Management provides for potential rebates based on its estimate of inventory that is likely to be discounted, by these certain customers, based on current sale-through levels.

Actual results could differ from these estimates and may require a material adjustment to the carrying amount of affected assets and liabilities.

CHANGES IN ACCOUNTING POLICIES

During the year ended September 30, 2014, the Company adopted accounting policies as the result of new or revised accounting standards which became effective for the annual reporting period commencing on October 1, 2013. The standards adopted are as follows:

i) IFRS 10, 'Consolidated Financial Statements' was issued in May 2011 and supersedes the consolidation requirements in SIC-12 'Consolidation - Special Purpose Entities' and IAS 27 'Consolidated and Separate Financial Statements'. IFRS l0 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Company has adopted this standard and determined there to be no material impact on the financial statements.

ii) IFRS 13, 'Fair Value Measurement' was issued in May 2011 and sets out in a single IFRS a framework for measuring fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement. The Company has adopted this standard and determined there to be no material impact on the financial statements.

FUTURE ACCOUNTING CHANGES

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on January 1, 2014 or later periods. The standards impacted that are applicable to the company are as follows:

i) IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2018, with early adoption permitted. The IASB amended IFRS 9 in November, 2013 to add new requirements for classifying and measuring financial liabilities, de-recognition of financial instruments, impairment and hedge accounting. The standard is not expected to have an impact on the Company's accounting for financial instruments and the Company has not yet decided when to adopt IFRS 9.

ii) IAS 32, 'Financial Instruments: Presentation' was amended in December, 2011, clarifying the application of the offsetting requirements of financial assets and financial liabilities. The amendments in IAS 32 are effective for annual periods beginning on or after January 1, 2014, with earlier application permitted. The application of IAS 32 is not expected to have an impact on the Company's accounting for financial instruments.

iii) 'Annual Improvements to IFRSs 2010-2012 and 2011-2013 cycle' were approved by the IASB in December, 2013 and are effective for annual periods beginning on or after July 1, 2014. These improvements included amendments to a number of IFRSs as a result of the annual improvements project. The Company does not expect that any adjustments will be necessary as a result of applying the revised rules.

The impact of the above standards have been assessed by the Company and are not expected to have a material impact on the Company's future financial statements.