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 March 31, 2024 and the audited consolidated financial statements and notes thereto for the fifteen months ended December 31, 2023 and the comparative year ended September 30, 2022. 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 May 13, 2024.

All references to dollars or "$" are to Canadian dollars, the Company's presentation currency, unless otherwise noted. In the discussion that follows, "2024" refers to the annual fiscal period ended December 31, 2024, "2023" refers to the fifteen month period ended December 31, 2023, "2022" refers to the annual fiscal period ended September 30, 2022, "Q1" refers to the period of January 1 to March 31, "Q2" refers to the period of April 1 to June 30, "Q3" refers to the period of July 1 to September 30, and "Q4" refers to the period of September 1 to December 31.

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 April 1, 2024 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 measures 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 losses, 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 United States ('US") market and, a Company-owned warehouse located in Markham, Ontario, serves as the distribution center for the Canadian and European markets. The Company's administrative workforce for both its operating divisions, comprising, management, designers, administrative, product sourcing and logistical staff, are housed in separate office premises close it its warehouse location. All product design for the Division 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® and bioFRESH (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.

All chemical formulations and finished apparel for customers, is produced or manufactured by the Division's supply chain in Asia. In addition, the Division has two key chemical distribution centers in Asia (namely China and Taiwan), which service the Asian market. As Asia comprises the main region for the for the manufacture of textile products supplied to North America and internationally, this region represents the Division's main market for the supply of its textile treatments. For the distribution of finished products to customers, a third-party warehouse facility in Houston, Texas in the US, serves as the distribution center for the US, Central and South American markets and, a Company-owned warehouse located in Markham, Ontario serves as the distribution center for the Canadian market.

Technical support specialists in Asia provide guidance and support to customers regarding the integration of the Company's chemical treatments in their products as well as the Division's own products, including the Division's own direct-to-consumer brand, VERZUS ALL, which was developed to showcase the dynamic range of the Company's class-leading fabric technologies, applied to premium and luxury fabrics.

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 final phase of this trial, comprising a peer review by recognized medical journal, is currently in process

3) Community protection

The 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.

bioFRESH

bioFRESH is a revolutionary bio-based antimicrobial technology, which is registered with the EPA. Geared towards a growing trend for sustainable products, bioFRESH offers the opportunity to advance environmental stewardship, while still maintaining superior performance in antimicrobial protection. Accordingly, bioFRESH provides an effective and eco-friendly solution for a wide range of textile applications.

PROTX2 S

PROTX2 S, is a new hydrothermal mineral-based antimicrobial technology, which is EPA registered. This innovative addition expands the

Company's product portfolio, offering customers a greater selection of antimicrobial solutions to meet their specific needs.

RECENT DEVELOPMENTS

On, May 2, 2023, the Company announced that IFTNA had received an 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.

The permitted public health claims pursuant to this registration are that PROTX 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.

The ability to make public health claims on non-apparel products are considered an important catalyst in attracting new customers representing significant market segments within home, office and healthcare settings.

On, June13, 2023, the Company announced that IFTNA had been granted a utility patent by the United States Patent and Trademark Office, in respect of an Antiviral Composition for textile use, predicated on the company's innovative PROTX2 AV Anti-bacterial and Anti-viral technology.

On July 5, 2023, the Company provided an update on the outcome of the clinical trial conducted by IFTNA.

The objective of the trial was to empirically demonstrate the reduction in bacterial loads on PROTX2 treated scrubs vs standard off the shelf untreated scrubs, when used in a healthcare environment.

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 ("DWR"), 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 is to compare bacterial loads on the scrubs treated with the Company's technologies compared to the untreated scrubs. 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.

The summary of the trial findings is 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 IFTNA's proprietary technologies were uniquely responsible for the reduction in bacterial loads witnessed throughout the trial. The final phase of the trial is a peer review of the study by recognized medical journal and publication of the findings. The review is in process as at the date of this AIF.

On August 31, 2023, the Company provided an update on the status of IFTNA's submission to the EPA for the receipt of authorization to make public health claims ('kill claims") in respect of Protx2 treated apparel for medical use.

In this regard, ongoing communications with the EPA culminated in their request for a final dataset regarding the leaching nature of textiles treated with Protx2. A testing protocol for a leaching study has been agreed with the EPA and the study is being carried out at an independent laboratory under Good Laboratory Practices ("GLP") standards. Prior testing has shown that the leaching of our Protx2 is well within the acceptable safety norms and it is anticipated that the current study will yield similar results and thus be the final step in the EPA approval process for public health claims on apparel. As at the date of this MDA, the leaching study is in process.

On October 6, 2023, the Intimate Apparel Division renewed its license and distribution agreement with MFB International Holdings S.a.r.l., a subsidiary of Hanesbrands Inc. ("Hanes"), for a further two-year term. The agreement covers the distribution of intimate apparel accessories and specialty bra solutions which are marketed under Hanes' various Maidenform brands. The new license term is in effect until December 31, 2025. The renewal of this license was key, as over 90% of the products distributed by Division are sold under Maidenform brands.

On April 23, 2024, the Company announced that IFTNA had received EPA registrations for two of its latest antimicrobial textile innovations, bioFRESH and PROTX2 S.

On April 30, 2024, the Company announced that IFTNA had successfully obtained a U.S. Food and Drug Administration ("FDA") Medical Device Registration for its revolutionary apparel products integrating multiple textile technologies.

(In Canadian dollars, except as otherwise noted)

This FDA registration validates the efficacy and safety of IFTNA's innovative apparel solutions, positioning the company as a trusted partner for improving outcomes in the healthcare industry. This milestone opens doors to new opportunities for IFTNA, allowing the company to explore additional medical device registrations and expand its footprint in the rapidly growing healthcare segment.

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 period ending	Fifteen months December 31, 2023	Twelve months September 30, 2022	Twelve months September 30, 2021	Twelve months September 30, 2020	Twelve months September 30, 2019
Income Statement Data					
Revenue	28,398,742	19,743,008	19,763,672	11,521,676	10,435,348
Pre-tax earnings (loss) before non-recurring provisions	779,376	(207,481)	3,042,093	(709,399)	(1,618,208)
Non-recurring provision	(3,842,153)	-	-	-	-
Pre-tax earnings (loss) after non-recurring provisions	(3,062,777)	(207,481)	3,042,093	(709,399)	(1,618,208)
Net earnings (loss) attributable to common shareholders	(2,107,522)	(454,998)	2,369,698	(617,770)	(1,299,863)
Net earnings (loss) per common share					
Basic	(0.070)	(0.015)	0.084	(0.023)	(0.050)
Diluted	(0.070)	(0.015)	0.081	(0.023)	(0.050)
Balance Sheet Data					
Total assets	25,913,934	27,369,496	27,629,685	17,514,091	11,983,802
Total non-current financial liabilities	906,752	614,660	551,277	650,130	476,747
Cash dividends declared	-	-	-	-	-

Note

With effect from October 1, 2022 the Company changed its financial year end to December 31 of each year, from the prior September 30 of each year. As a result, the results for the 2023 financial period comprise a period of fifteen months compared to twelve months for the prior four fiscal periods.

(In Canadian dollars, except as otherwise noted)

RESULTS OF OPERATIONS – THREE MONTHS ENDED MARCH 31, 2024 AND 2023

The following table sets forth the Company's unaudited condensed consolidated statements of earnings (loss) and comprehensive earnings (loss) for the three months ended March 31, 2024 and 2023:

For the three months ended March 31,	2024	2023
REVENUE	**6,754,624**	6,642,563
COST OF SALES	**3,793,502**	3,984,055
GROSS PROFIT	**2,961,122**	**2,658,508**
EXPENSES		
General and administrative costs	**1,385,620**	1,355,907
Selling costs	**735,594**	671,984
Interest expense	**26,888**	20,905
Depreciation of property, plant and equipment and right-of-use assets	**47,876**	29,108
Amortization of deferred development costs	**8,901**	6,705
Share-based compensation	**77,190**	-
	2,282,069	2,084,609
EARNINGS FROM OPERATIONS	**679,053**	573,899
OTHER EXPENSES (INCOME)		
Loss (gain) on foreign exchange	**(15,472)**	(25,076)
	(15,472)	(25,076)
EARNINGS BEFORE INCOME TAXES	**694,525**	598,975
PROVISION FOR (RECOVERY OF) INCOME TAXES		
Current	**9,067**	46,148
Deferred	**134,700**	82,200
	143,767	128,348
NET EARNINGS	**550,758**	470,627
NET EARNINGS (LOSS) ATTRIBUTABLE TO:		
iFabric Corp. shareholders	**550,596**	469,419
Non-controlling interest	**162**	1,208
	550,758	470,627
OTHER COMPREHENSIVE EARNINGS (LOSS)		
Unrealized gain (loss) on translation of foreign operations	**92,974**	(11,343)
TOTAL COMPREHENSIVE EARNINGS	**643,732**	**459,284**
EARNINGS PER SHARE		
Basic	**0.018**	0.015
Diluted	**0.018**	0.015

(In Canadian dollars, except as otherwise noted)

SELECTED OPERATING SEGMENT DATA

Three months ended March 31, 2024	Intimate Apparel	Intelligent Fabrics	Other Segments	Corporate Items and Eliminations	Consolidated
External Revenue	2,088,335	4,666,289	-	-	**6,754,624**
Earnings (loss) before income taxes	167,817	677,001	887	(151,180)	**694,525**

Three months ended March 31, 2023	Intimate Apparel	Intelligent Fabrics	Other Segments	Items and Eliminations	Consolidated
External Revenue	2,223,336	4,413,977	5,250	-	**6,642,563**
Earnings (loss) before income taxes	314,667	343,217	6,681	(65,590)	**598,975**

Three months ended March 31,	2024	2023
External sales revenue		
Canada	**3,567,586**	4,235,434
United States	**1,702,144**	904,427
United Kingdom	**-**	381,332
Southeast Asia and other	**1,484,894**	1,121,370
Total	**6,754,624**	6,642,563

Q1 2024 FINANCIAL HIGHLIGHTS

Three months ended March 31,	2024	2023
Revenue	**6,754,624**	6,642,563
Earnings from operations	**679,053**	573,899
Share based compensation	**(77,190)**	-
Adjusted EBITDA *(Note)	**855,380**	655,693
Net earnings before tax	**694,525**	598,975
Net earnings after tax attributable to shareholders	**550,596**	469,419
Other comprehensive earnings (loss)	**92,974**	(11,343)
Total comprehensive earnings	**643,732**	459,284
Net earnings per share		
Basic	**0.018**	0.015
Diluted	**0.018**	0.015

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

DISCUSSION OF THE RESULTS OF OPERATIONS – THREE MONTHS ENDED MARCH 31, 2024 AND 2023

Revenue

Revenue increased by $112,061 to $6,754,624 in Q1 2024 compared to $6,642,563 in 2023. With respect to the reportable operating segments of the Company, revenue decreased by 6% or $135,001 in its Intimate Apparel segment to $2,088,335 in Q1 2024 from $2,223,336 in 2023 and, revenue increased by 6% or $252,312 in its Intelligent Fabrics segment to $4,666,289 in Q1 2024 from $4,413,977 in 2023. Geographically, revenues decreased in Canada and the UK, while revenues in the US and Southeast Asia increased during Q1 2024 versus the comparative period in 2023.

Overall, revenue increased 2% during Q1 2024 in comparison to 2023. The decrease in Intimate Apparel operating segment revenue in 2024 versus 2023 was primarily attributable to decreased intimate apparel sales in Canada. The increase in revenues in the Intelligent Fabrics segment is mainly resultant from increased chemical sales.

Gross profit

Gross profit as a percentage of revenue was 44% in Q1 2024 compared 40% in 2023. The increase in gross percentage is primarily due to product mix, with a higher proportion of higher margin products being shipped in the current quarter. Gross profit in dollars increased by 11% or $302,614 to $2,961,122 in Q1 2024 compared to $2,658,508 in 2023, attributable to the higher gross margin.

Selling, general and administrative costs

Selling, general and administrative costs increased by $93,323 to $2,121,214 in Q1 2024 compared to $2,027,891 in 2023, mainly as a result of increased personnel, advertising and travel costs incurred to support future revenue growth.

Interest Expense

Interest expense during Q1 2024 was $26,888 compared to $20,905 in 2023, 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 $47,876 during Q1 2024 compared to $29,108 during 2023. The increase is due to the amortization of recently capitalized right of use assets.

Share-based compensation

Share-based compensation costs in Q1 2024 amounted to $77,190, compared to $0 in the comparable quarter of 2023. The increase is due to vesting of options previously granted.

Gain on foreign exchange

In Q1 2024, the Company's gain on foreign exchange was $15,472 versus a gain of $25,076 in 2023.

Provision (recovery) of income taxes

The Company's provision of income taxes in Q1 2024 was $143,767, compared to a provision of income taxes of $128,348 in 2023. The Company's effective tax rate was unchanged at 21% in both Q1 2024 and Q1 2023.

Net earnings and EBITDA.

The net earnings attributable to iFabric's shareholders during Q1 2024 was $550,596 ($0.018 per share, basic and diluted) compared to net earnings of $469,419 in 2023 ($0.015 per share, basic and diluted). The increase in the attributable net earnings is primarily attributable to increased gross profit dollars, which was partially offset by increased expenditures. Adjusted EBITDA for Q1 2024 amounted to $855,380 compared to adjusted EBITDA of $655,693 in 2023, representing an increase of $199,687.

Other comprehensive earnings (loss)

In Q1 2024, there was a gain of $92,974 included in other comprehensive earnings compared to a loss of $11,343 in 2023, in respect of unrealized gains and losses arising on currency translation of foreign operations. Total comprehensive earnings amounted to $643,732 in Q1 2024 compared to total comprehensive earnings of $459,284 in Q4 2023.

(In Canadian dollars, except as otherwise noted)

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 2024	Q1	Q2	Q3	Q4
Revenue	6,754,624			
Net earnings (loss) attributable to common shareholders	550,596			
Net earnings (loss) per common share				
Basic	0.018			
Diluted	0.018			

Fiscal 2023	Q1	Q2	Q3	Q4	Q5
Revenue	4,916,365	6,642,563	5,278,331	4,805,502	6,755,981
Net earnings (loss) attributable to common shareholders	134,566	469,419	132,546	(139,545)	*(2,704,508)
Net earnings (loss) per common share					
Basic	0.005	0.015	0.005	(0.005)	(0.090)
Diluted	0.005	0.015	0.005	(0.005)	(0.090)

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)

Note

With effect from October 1, 2022 the Company changed its financial year end to December 31 of each year, from the prior September 30 of each year. As a result, the 2023 fiscal period includes an additional quarter.

*Included in net loss attributable to common shareholders in Fiscal 2023 Q5 is a non-recurring provision of $3,842,153.

(In Canadian dollars, except as otherwise noted)

The following table sets forth the Company's unaudited condensed consolidated statements of financial position as at March 31, 2024 and December 31, 2023:

As at	**March 31, 2024**	December 31, 2023
ASSETS		
Current assets		
Cash	**3,461,111**	1,571,744
Accounts receivable	**6,633,402**	7,815,579
Inventories	**8,849,123**	9,477,965
Income taxes recoverable	**116,100**	47,110
Foreign exchange forward contracts	**132,254**	66,135
Prepaid expenses and deposits	**502,685**	899,874
Total current assets	**19,694,675**	19,878,407
Non-current assets		
Due from related parties	**49,748**	49,748
Property, plant and equipment	**3,152,561**	3,168,721
Right-of-use assets	**426,674**	451,890
Deferred development costs	**169,118**	178,018
Deferred income taxes	**1,980,500**	2,132,100
Goodwill	**55,050**	55,050
Total non-current assets	**5,833,651**	6,035,527
Total assets	**25,528,326**	25,913,934
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	**2,125,579**	3,067,423
Customer deposits	**77,813**	77,813
Income taxes payable	**40,111**	42,371
Current portion of lease liability	**95,691**	71,182
Current portion due to related parties	**22,895**	146,695
Current portion of car loan payable	**12,358**	12,358
Bank loan payable	**871,361**	889,705
Total current liabilities	**3,245,808**	4,307,547
Non-current liabilties		
Non-current portion of lease liability	**372,995**	397,482
Non-current portion of car loan payable	**18,494**	21,898
Due to related parties	**487,372**	487,372
Total non-current liabilities	**878,861**	906,752
Total liabilities	**4,124,669**	5,214,299
Commitments		
EQUITY		
Equity attributable to iFabric Corp. shareholders		
Capital stock	**8,949,280**	8,989,049
Reserves	**8,714,781**	8,614,722
Retained earnings	**3,601,001**	3,050,405
Accumulated other comprehensive earnings	**127,898**	34,924
Total equity attributable to iFabric Corp. shareholders	**21,392,960**	20,689,100
Non-controlling interest	**10,697**	10,535
Total equity	**21,403,657**	20,699,635
Total liabilities and equity	**25,528,326**	25,913,934

(In Canadian dollars, except as otherwise noted)

OVERVIEW OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The Company's cash balance increased by $1,889,367 to $3,461,111 as at March 31, 2024 from $1,571,744 as at December 31, 2023, mainly attributable to reductions in the amounts of accounts receivable and inventories during Q1 2024.

Total accounts receivable at the end of Q1 2024 was $6,633,402 compared to $7,815,579 as at December 31, 2023, representing a decrease of $1,182,177, as a result of collections.

Total inventory decreased by $628,842 to $8,849,123 at the end of Q1 2024 from $9,477,965 at the end of fiscal 2023. The reduction in inventory is attributable to a refinement of inventory replenishment cycles resultant from quicker shipping times from Asia.

Prepaid expenses and deposits decreased by $379,189 to $502,685 as at March 31, 2024 from $899,874 as at December 31, 2023 due to the application of deposits against amounts owing for inventory received during the quarter.

Property, plant and equipment at the end of Q1 2024 totaled $3,152,561 compared to $3,168,721 at the end of fiscal 2023, with the decrease attributable to depreciation.

Right-of-use assets decreased to $426,674 in Q1 2024 compared to $451,890 at the end of fiscal 2023, with the difference attributable to depreciation.

Deferred development costs decreased to $169,118 at the end of Q1 2024 from $178,018 at the end of fiscal 2023, with the difference attributable to amortization.

Deferred income taxes decreased to $1,980,500 at the end of Q1 2024 from $2,132,100 at the end of fiscal 2024 with the decrease attributed to tax on the earnings for the quarter.

Current liabilities amounted to $3,245,808 at March 31, 2024 compared to $4,307,547 as at December 31, 2023 representing a decrease of $1,061,739, mainly attributable to the settlement of accounts payable.

Non-current liabilities at the end of Q1 2024 were $878,861 compared to $906,752, as a result of capital repayments during the quarter.

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 March 31, 2024 and 2023.

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 ended March 31,	**2024**	2023
Net earnings after tax attributable to shareholders	**550,596**	469,419
Add (deduct):		
Net earnings attributable to non-controlling interest	**162**	1,208
Provision for income taxes	**143,767**	128,348
Share-based compensation	**77,190**	-
Amortization of deferred development costs	**8,901**	6,705
Depreciation of plant, property and equipment and right-of-use assets	**47,876**	29,108
Interest expense	**26,888**	20,905
Adjusted EBITDA	**855,380**	655,693
Add (deduct):		
Share-based compensation	**(77,190)**	-
EBITDA	**778,190**	655,693

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 March 31, 2024 (December 31, 2023 - $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.

Working capital

Working capital represents current assets less current liabilities. As at March 31, 2024, the Company's working capital was $16,448,867 compared to working capital of $15,570,860 as at March 31, 2023, representing an increase of $878,007. The increase is mainly attributable to the earnings for the quarter.

Operating activities

Cash provided by operating activities during the three months ended March 31, 2024, amounted to $1,958,026 compared to an amount of $318,243 used in operating activities during the three months ended March 31, 2023, representing an increase in cash inflow of $2,276,269. The increase in operational cash inflow can mainly be attributed to the collection of accounts receivable, and a reduction in payments for inventory.

Financing activities

Cash used in financing activities during the three months ended March 31, 2024, amounted to $155,133, compared to $148,935 provided by financing activities during the three months ended March 31, 2023, representing a decrease of $304,068 in financing cashflow, attributable to a reduction in share issuances.

Investing activities

$6,500 was used in investing activities during the three months ended March 31, 2024, compared to $38,996 used in investing activities during the three months ended March 31, 2023.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of March 31, 2024.

COMMITMENTS & CONTRACTUAL OBLIGATIONS

During Q1 2024, there have been no significant changes in the contractual obligations from those disclosed in the Company's 2023 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 Q1 2024 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, 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.

(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.

(d) 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 warehouse location. After the move of management and all administrative staff to the new location, the Company's Markham owned building was fully repurposed as warehouse space, in order to accommodate the warehousing of products for new Canadian apparel programs. The 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. A right of use asset and lease liability have been recognized in respect of this lease.

RELATED PARTY TRANSACTIONS

During the three-month period ended March 31, 2024, there have been no significant changes in the related party transactions from those disclosed in the Company's 2023 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 months ended March 31, 2024, from those described in the Company's audited annual consolidated financial statements for the fifteen months ended December 31, 2023.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 30,299,467 common shares outstanding. Furthermore, the Company had 1,345,000 options issued and outstanding, of which 1,270,000 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, 2024 and were extended for a further twelve months, to March 23, 2025.

RISKS & UNCERTAINTIES

The Company is exposed to various operational risks and uncertainties which are described in the Company's 2023 annual MD&A and Annual Information Form. The risks and uncertainties disclosed in the 2023 annual MD&A and Annual Information Form 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.

No new risk factors were identified during the quarter ended March 31, 2024.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This MD&A is based upon the Q1 2024 unaudited condensed consolidated interim financial statements, which have been prepared in accordance with IFRS and IAS 34, "Interim Financial Reporting". The preparation of the Q1 2024 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 Q1 2024, 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 Q1 2024 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 December 31, 2023.

ACCOUNTING POLICY DEVELOPMENTS

The significant accounting policies as disclosed in the Company's audited annual consolidated financial statements for the period ended December 31, 2023 have been applied consistently in the preparation of the Q1 2024 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 March 31, 2024. Although the Company's disclosure controls and procedures were operating effectively as of March 31, 2024 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 March 31, 2024 and whether any material weaknesses relating to the design of the Company's ICFR were existing as at March 31, 2024. 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 March 31, 2024 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.sedarplus.ca*. Additional information can also be found on the Company's website at *www.ifabriccorp.com*.