A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada (except Québec) but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia (the "**United States**") or to, or for the account or benefit of, a U.S. person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act (a "**U.S. Person**")) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".*

***Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada (except Québec).** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of iFabric Corp. at 525 Denison Street, Unit 1, Markham, Ontario L3R 1B8, telephone (905) 882-4513, and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue **January 19, 2021**

iFabric Corp.

$[●]
[●] Units

Offering Price: $3.90 per Unit

This preliminary short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of [●] units (the "**Units**") of iFabric Corp. (the "**Company**", "**iFabric**", "**we**", "**our**" or "**us**") at a price of $3.90 per Unit (the "**Offering Price**") for aggregate gross proceeds of $[●]. Each Unit consists of one common share in the capital of the Company (each, a "**Unit Share**") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one common share in the capital of the Company (each, a "**Warrant Share**") at an exercise price of $4.60 ("**Exercise Price**") for a period of 24 months following the Closing Date (as defined herein) (the "**Warrant Expiry Date**"). The Warrants will be governed by a warrant indenture ("**Warrant Indenture**") to be entered into on the Closing Date between the Company and Computershare Trust Company of Canada ("**Warrant Agent**"), as warrant agent. See "*Description of The Securities Being Distributed*".

The Units will be issued pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") to be executed upon successful marketing of the Offering, dated as of January [●], 2021, among the Company and Stifel Nicolaus Canada Inc. (the "**Lead Underwriter**" or "**Stifel GMP**"), as lead underwriter and sole bookrunner, iA Private Wealth Inc., and Canaccord Genuity Corp. (collectively with the Lead Underwriter, the "**Underwriters**"). The Offering Price was determined by arm's length negotiation between the Company and the Lead Underwriter, on behalf of the Underwriters, with reference to the prevailing market price of the Common Shares (as defined herein) on the TSX (as defined herein). See "*Plan of Distribution"*.

The common shares in the capital of iFabric (the "**Common Shares**") are listed for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "IFA". On January 18, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was $4.55. The Company has applied to list the Unit Shares, the Warrants, the Warrant Shares, and the Common Shares underlying the Broker Warrants (as defined herein) (collectively, the "**Underlying Securities**") on the TSX. Any such listing will be subject to the Company fulfilling all the listing requirements of the TSX.

There is currently no market through which the Warrants offered hereby may be sold and purchasers of the Warrants may not be able to resell the Warrants purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation. See "*Risk Factors*".

	Price to Public	Underwriters' Fee [(1)]	Net Proceeds to the Company [(2)]
Per Unit	$3.90	$0.234	$3.666
Total [(3)]	$[•]	$[•]	$[•]

Notes:

(1) We have agreed to pay the Underwriters a cash fee (the "**Underwriters' Fee**") equal to 6.0% of the aggregate gross proceeds of the Offering including any proceeds received pursuant to the exercise of the Over-Allotment Option (as defined herein). As additional compensation, we have agreed to issue to the Underwriters such number of broker warrants ("**Broker Warrants**") as is equal to 6.0% of the number of Units sold pursuant to the Offering. Each Broker Warrant shall entitle the Underwriters to acquire one Common Share at an exercise price of $3.90 for a period of 24 months following the Closing Date. This Prospectus qualifies the distribution of the Broker Warrants. See "*Plan of Distribution*".

(2) After deducting the Underwriters' Fee, but before deducting the expenses of the Offering, estimated to be $250,000, which, together with the Underwriters' Fee, will be payable from the proceeds of the Offering.

(3) We have agreed to grant to the Underwriters an option (the "**Over-Allotment Option**"), exercisable, in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the Closing Date (the "**Over-Allotment Deadline**"), to purchase up to an additional number of Units (the "**Additional Units**") that is equal to 15% of the number of Units sold hereunder, at a price equal to the Offering Price, solely to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised, in whole or in part, at any time and from time to time prior to the Over-Allotment Deadline, by the Underwriters to acquire: (i) up to [•] Additional Units at the Offering Price; (ii) up to [•] additional Unit Shares (the "**Additional Shares**") at a price of $[•] per Additional Share; (iii) up to [•] additional Warrants (the "**Additional Warrants**") at a price of $[•] per Additional Warrant; or (iv) any combination of Additional Units, Additional Shares and/or Additional Warrants (collectively, the "**Additional Securities**"), provided that (A) the number of Additional Units does not exceed [•], (B) the number of Additional Shares does not exceed [•], and (C) the number of Additional Warrants does not exceed [•]. The Over-Allotment Option is exercisable by the Underwriters giving notice to the Company prior to the Over-Allotment Deadline, which notice shall specify the number of Additional Units, Additional Shares and/or Additional Warrants to be purchased. If the Over-Allotment Option is exercised in full for Additional Units, the "Price to Public", "Underwriters' Fee" and "Net Proceeds to the Company" (before deducting expenses of the Offering) will be $[•], $[•] and $[•] respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Securities issuable on the exercise thereof. A purchaser who acquires Additional Securities forming part of the Underwriters' over-allocation position acquires those Additional Securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

Underwriters' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	• Additional Units • Additional Shares • Additional Warrants	Up to 30 days after the closing of the Offering	$3.90 per Additional Unit $• per Additional Share $• per Additional Warrant
Broker Warrants	• Broker Warrants	24 months from the Closing Date	$3.90 per Broker Warrant
Total securities under option issuable to the Underwriters	• Additional Units • Additional Shares • Additional Warrants • Broker Warrants\		

Unless the context otherwise requires, when used herein, all references to the "Offering" include the exercise of the Over-Allotment Option, all references to "Units" include the Additional Units issuable upon exercise of the Over-Allotment Option, all references to "Unit Shares" include the Additional Shares and the Unit Shares comprising the Additional Units issuable upon exercise of the Over-Allotment Option, all references to "Warrants" include the Additional Warrants and the Warrants comprising the Additional Units issuable upon exercise of the Over-Allotment Option, and all references to "Warrant Shares" include the Common Shares issuable upon exercise of the Additional Warrants and the Warrants comprising the Additional Units.

The Underwriters, as principals, conditionally offer the Units, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the terms and conditions contained in the Underwriting Agreement and subject to the approval of certain legal matters on the Company's behalf by its counsel, Fogler, Rubinoff LLP, and on behalf of the Underwriters by their counsel, Borden Ladner Gervais LLP.

The Units will be offered in each of the provinces and territories of Canada, other than Quebec, through the Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and territories and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer, through their duly registered broker dealers in each applicable jurisdiction, the Units in the United States or to, or for the account or benefit of, U.S. Persons and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters, in each case in accordance with applicable laws provided that no prospectus, registration statement or similar document is required to be filed in any such jurisdiction.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Units will be delivered under the book-based system through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and deposited in registered or electronic form with CDS on the closing of the Offering, which is expected to be on or about February 3, 2021 ("**Closing Date**"), or such other date as may be agreed upon by the Company and the Underwriters, provided that the Units are to be taken up by the Underwriters on or before the date that is not later than 42 days after the date of the receipt for the (final) short form prospectus relating to the Offering. No certificates evidencing the Unit Shares and Warrants comprising the Units will be issued to subscribers, except in certain limited circumstances, and, as such, a purchaser of Units will only receive a customer confirmation from the registered dealer through which the Units are purchased. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold, and all Warrant Shares, if applicable, issued, in the United States or to, or for the account or benefit of, U.S. Persons pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws to investors who do not qualify as "qualified institutional buyers" within the meaning of Rule 144A under the U.S. Securities Act ("**Qualified Institutional Buyers**") will be represented by definitive physical certificates. See "*Plan of Distribution"*.

In connection with the Offering, the Company has been advised by the Underwriters that, subject to applicable laws, the Underwriters may over-allocate or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Underwriters propose to offer the Units initially at the Offering Price. After a reasonable effort has been made to sell all of the Units at the Offering Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Units remaining unsold. Any such reduction will not affect the proceeds received by the Company. The Underwriters will inform the Company if the Offering Price is reduced. See "*Plan of Distribution*".

An investment in the Units is highly speculative and involves a high degree of risk, and should only be made by persons who can afford the total loss of their investment. Investors should carefully consider the risk factors described in this Prospectus and in the documents incorporated by reference herein before purchasing the Units. Prospective investors are advised to consult their legal counsel and other professional advisors in order to assess income tax, legal and other aspects of the investment. See "*Forward-Looking Information*" and "*Risk Factors*".

Prospective purchasers should rely only on the information contained or incorporated by reference in this Prospectus. The Company and the Underwriters have not authorized anyone to provide prospective purchasers with information different from that contained or incorporated by reference in this Prospectus. The Underwriters are offering to sell and seeking offers to buy the Units only in jurisdictions where, and to persons to whom, offers and sales are lawfully permitted. Prospective purchasers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the cover page of this Prospectus.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian and U.S. federal income tax laws to their particular circumstances, as well as any other provincial, state, foreign and other tax consequences of acquiring, holding or disposing of the Units, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Units.

The head office of the Company is located at 525 Denison Street, Unit 1, Markham, Ontario L3R 1B8. The registered office of the Company is, Suite 300, 14505 Bannister Road SE, Calgary, AB, T2X 3J3. Mark Cochran, a director of the Company, resides outside of Canada and has appointed the Company located at 525 Denison Street, Unit 1, Markham, Ontario L3R 1B8, as his representative agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

TABLE OF CONTENTS

Page

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

Investors should rely only on the information contained or incorporated by reference in this Prospectus. We have not authorized any person to provide different or additional information. The Units may be sold only in those jurisdictions where offers and sales are permitted. This Prospectus is not an offer to sell or a solicitation of an offer to buy the Units in any jurisdiction where it is unlawful. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date of the documents incorporated by reference herein, as applicable, regardless of the time of delivery of this Prospectus or of any sale of the Units. The business, financial condition, results of operations and prospects of the Company may have changed since those dates. The Company does not undertake to update the information contained or incorporated by reference herein, except as required by applicable Canadian securities laws. The Company and the Underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may provide prospective purchasers. Information contained on, or otherwise accessed through, the Company's website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference, despite any references to such information in this Prospectus or the documents incorporated by reference herein, and prospective purchasers should not rely on such information when deciding whether or not to invest in the Units.

This Prospectus, including the documents incorporated by reference herein, contains company names, product names, trade names, trademarks and service marks of the Company and other organizations, all of which are the property of their respective owners.

Unless the context otherwise requires, all references in this Prospectus to the "Company", "iFabric", "we", "us", and "our" refer to the Company and its subsidiary entities on a consolidated basis.

Unless otherwise indicated, all financial information included or incorporated by reference in this Prospectus and the documents incorporated by reference herein and therein has been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**"), and as set out in Part I of the Handbook of the Chartered Professional Accountants of Canada.

All currency amounts in this Prospectus are expressed in Canadian dollars, unless otherwise indicated.

This Prospectus shall not be used by anyone for any purpose other than in connection with the Offering.

The documents incorporated or deemed to be incorporated by reference herein contain meaningful and material information relating to the Company and prospective purchasers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated by reference herein.

FORWARD-LOOKING INFORMATION

Included in this Prospectus and documents incorporated by reference herein is certain forward-looking information, as such term is defined under applicable Canadian securities laws. This information relates to future events or future performance and reflects management's expectations and assumptions regarding the growth, results of operations, performance and business prospects and opportunities of the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management of the Company and a number of assumptions that management believed were reasonable on the day such forward-looking information was presented. Refer, in particular, to the relevant sections of this Prospectus and the documents incorporated by reference herein, for a discussion of certain assumptions management has made in presenting forward-looking information, which sections are incorporated by reference herein. In some cases, forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "intend", "believe", "estimate", "predict", "potential", "continue" or the negative or grammatical variations of these terms or other similar expressions concerning matters that are not historical facts. In particular, information regarding the Company's future operating results and economic performance is forward-looking information. A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information. See "*Risk Factors*".

Forward-looking information relates to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and other uncertain events. Forward-looking information, by its nature, is based on assumptions, including those described below, and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from those expressed in the forward-looking information. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business. Results indicated in forward-looking information may differ materially from actual results for a number of reasons, including without limitation: completion of the Offering; the intended use of proceeds from the Offering; expectations regarding future revenues, earnings, capital expenditures and operating and other costs; business strategy and objectives; market trends; the sufficiency of cash and working capital for future operating activities; expectations for other economic, business, regulatory and/or competitive factors related to the Company or the industries it competes in generally; anticipated production capacity; and other events or conditions that may occur in the future.

Investors are cautioned that forward-looking information is not based on historical facts but instead is based on reasonable assumptions and estimates of management of the Company at the time they were made and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, risks relating to competition; general economic conditions and consumer spending; reliance on key licensing and distribution agreements; economic dependence on key customers; dependence on key personnel; rapid technological advancements in the industry; the Company's ability to maintain proprietary protection of its intellectual property; future changes in government regulation, dependence on customer adoption; and the expected or potential impact of the novel coronavirus ("**COVID-19**") pandemic, as well as the risk factors described under the heading "*Risk Factors*" in this Prospectus. Prospective purchasers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information and statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such information and statements. Accordingly, prospective purchasers should not place undue reliance on forward-looking information and statements, including the documents incorporated herein by reference, as statements containing forward-looking information involve significant risks and uncertainties and should not be read as guarantees of future results, performance, achievements, prospects and opportunities. The forward-looking information and statements contained herein are presented for the purposes of assisting prospective purchasers in understanding the Company's expected financial and operating performance and the Company's plans and objectives and may not be appropriate for other purposes.

All forward-looking information in this Prospectus and the documents incorporated by reference into this Prospectus, is qualified by these cautionary statements. The forward-looking information is made only as of the date that such information is made, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar regulatory authorities in each of the provinces and territories of Canada (except Québec). Copies of these documents may be obtained on request without charge from the Secretary of the Company at our head office located at 525 Denison Street, Unit 1, Markham, Ontario L3R 1B8, telephone (905) 882-4513, or by accessing these documents through the Internet on the System for Electronic Document Analysis and Retrieval (SEDAR), at www.sedar.com.

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, the following documents of the Company filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada (except Québec)**.** are specifically incorporated by reference into, and form an integral part of, this Prospectus:

(a) the management information circular of the Company dated February 18, 2020 prepared in connection with the annual general meeting of shareholders of the Company held on March 30, 2020 (the "**Circular**");

(b) the annual information form of the Company for the year ended September 30, 2020 dated December 23, 2020 (the "**AIF**");

(c) the Company's consolidated financial statements for the years ended September 30, 2020 and 2019 together with the notes thereto and the auditors' report thereon (the "**Financial Statements**");

(d) the Company's management discussion and analysis for the year ended September 30, 2020 and the comparative year ended September 30, 2019, dated December 23, 2020; (the "**MD&A**");

(e) the template version of the term sheet for the Offering dated January 19, 2021 (the "**Term Sheet**"); and

(f) the template version of the investor presentation dated January 19, 2021 for the Offering (the "**Investor Presentation**" and together with the Term Sheet, the "**Marketing Materials**").

Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or in this Prospectus are not incorporated by reference in this Prospectus. Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, including any annual information form, annual financial statements and the auditors' report thereon, interim financial statements, management's discussion and analysis of financial conditions and results of operations, material change reports (except confidential material change reports), business acquisition reports and information circulars, filed by us with securities commissions or similar authorities in each of the provinces and territories of Canada (except Québec) after the date of this Prospectus and before the termination of the distribution of the Units are deemed to be incorporated by reference in this Prospectus.

Notwithstanding anything herein to the contrary, any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document incorporated or deemed to be incorporated by reference herein modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus, except as so modified or superseded.

MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus or any amendment thereto.

In addition to the Marketing Materials, any "template version" of any "marketing materials" (as such terms are defined in National Instrument 44-101 – *Short Form Prospectus Distributions*) that is filed under the Company's profile on SEDAR at www.sedar.com before termination of the Offering (including any amendments to, or amended version of, any template version of any marketing materials) will be incorporated by reference into this Prospectus. However, such "template version" of "marketing materials" will not form a part of this Prospectus to the extent that the contents of the marketing materials or the template version of the marketing materials, as applicable, have been modified or superseded by a statement contained in the (final) short form prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Fogler, Rubinoff LLP, counsel to the Company, and Borden Ladner Gervais LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder, as amended (the "**Tax Act**"), and all specific proposals to amend the Tax Act which have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), the Unit Shares, Warrants, and Warrant Shares, if issued on the date hereof, would be qualified investments for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account (collectively referred to as "**Registered Plans**") or a deferred profit sharing plan ("**DPSP**"), provided that:

(i) in the case of Unit Shares and Warrant Shares, the Unit Shares or Warrant Shares are listed on a designated stock exchange in Canada for the purposes of the Tax Act (which currently includes the TSX) or the Company qualifies as a "public corporation" other than a "mortgage investment corporation" (as defined in the Tax Act); and

(ii) in the case of the Warrants, (a) the Warrants are listed on a designated stock exchange in Canada for the purposes of the Tax Act (which currently includes the TSX); or (b) the Warrant Shares are qualified investments as described in (i) above and the Company is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Registered Plan or DPSP.

Notwithstanding the foregoing, the holder of, subscriber of, or annuitant under, a Registered Plan (the "**Controlling Individual**") will be subject to a penalty tax in respect of Unit Shares, Warrant Shares or Warrants held in the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Unit Share, Warrant Share or Warrant generally will be a "prohibited investment" for a Registered Plan if the Controlling Individual does not deal at arm's length with the Company for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) the Tax Act) in the Company. In addition, the Unit Shares, Warrant Shares and Warrants will not be a prohibited investment if the Unit Shares, Warrant Shares and Warrants are "excluded property", as defined in the Tax Act, for a Registered Plan. Controlling Individuals should consult their own tax advisors as to whether the Unit Shares, Warrant Shares, or Warrants will be a prohibited investment in their particular circumstances.

Prospective purchasers who intend to hold Unit Shares, Warrants and Warrant Shares in trusts governed by such plans should consult with their own tax advisors regarding the application of the "prohibited investment" rules having regard to their particular circumstances.

MARKET DATA

Unless otherwise indicated, information contained in this Prospectus concerning the Company's industry and the markets in which the Company operates or seeks to operate, including the Company's general expectations and market position, market opportunities and market share, is based on information from third party sources, industry reports, journals, studies and publications (including industry surveys and forecasts), websites and other publicly available information, and management studies and estimates. Unless otherwise indicated, the Company's estimates are derived from publicly available information released by independent industry analysts and third party sources as well as data from the Company's own internal research, and include assumptions made by the Company which the Company believes to be appropriate and reasonable based on the Company's knowledge of its industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and neither the Company nor the Underwriters have independently verified any third party information, or ascertained the underlying industry, market, economic and other assumptions relied upon by such sources. While the Company believes the market information and other estimates included in this Prospectus to be generally reliable, such information and estimates are inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance or the future performance of the industry and markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under "*Forward-Looking Information*" and "*Risk Factors*".

SUMMARY DESCRIPTION OF THE BUSINESS

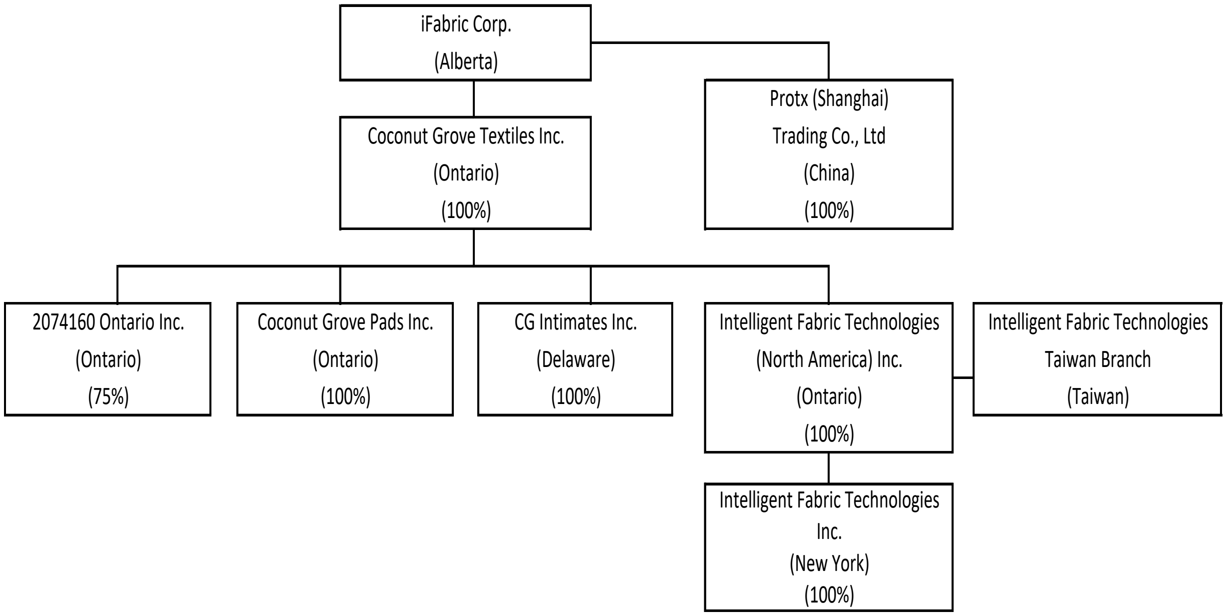
General

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

Our authorized capital consists of an unlimited number of Common Shares and preferred shares, of which, as at the date hereof, 26,575,750 Common Shares and nil preferred shares are issued and outstanding. The Common Shares are listed on the TSX under the symbol "IFA".

Intercorporate Relationships

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



Business of the Company

The Company specializes in socially responsible fabric technologies as well as intimates and wardrobe solutions. iFabric has two key strategic divisions, which offer different products and services, and are managed separately because they require different marketing strategies. The following summarizes the business of each division:

Intelligent Fabrics Division

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

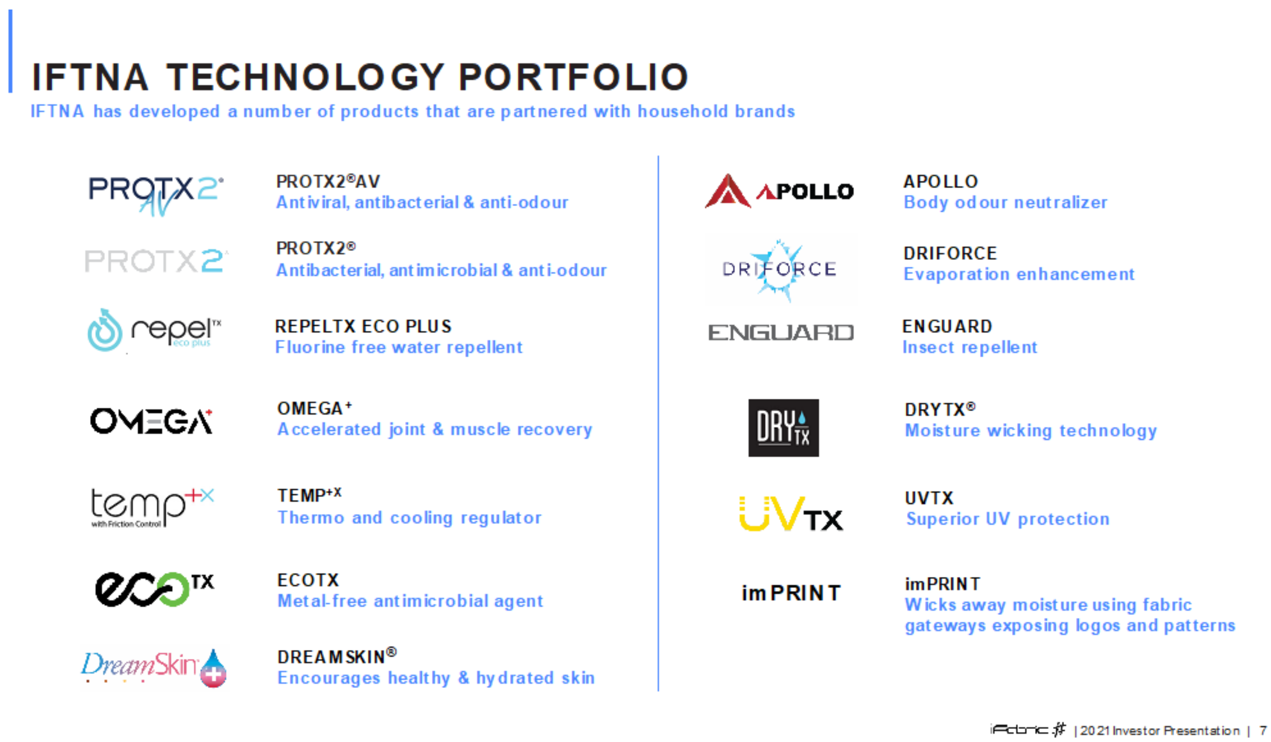
The business of the Intelligent Fabrics Division includes the development, testing and distribution of specialty textiles as well as chemicals suitable for application to textiles. The current focus is on technologies that improve the safety and well-being of the wearer. In addition, the division designs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

During fiscal 2020, the Intelligent Fabrics Division relaunched its Protx2 antiviral formulation (Protx2 AV), after successful testing by an international laboratory in May 2020, which confirmed that PROTX2 treated fabrics have the ability to deactivate the SARS CoV-2 virus, which causes the COVID-19 disease. PROTX2® AV is the Company's newest patent pending medical grade, anti-viral, antibacterial, antiodour and metal free textile technology. The test results suggest that this innovative textile technology is proven to destroy SARS CoV2 and disable the virus from replicating. PROTX2® AV broad spectrum antiviral properties may be proven to reduce the risk and speed of contamination and transmission of the SARS CoV-2 virus. Following the publication of the COVID-19 test results, Under Armor became an early adopter of the PROTX2® AV technology by incorporating PROTX2® AV in their newly developed sports mask. As a result, the division has designed a number of new protective garments incorporating PROTX2® AV, which will be launched online under the Intelligent Fabrics Division's own brand in early 2021 under the name Frontline®. The division has also developed a new laundry additive incorporating PROTX2® AV, which is scheduled to launch at the same time.

The Intelligent Fabrics Division has filed an application with the United States Environmental Protection Agency (the "**EPA**") under the EPA's emergency approval regulations, for the approval of efficacy claims in respect of PROTX2® AV treated fabrics. The EPA approvals, if granted, will allow the Company and its customers to produce new protective clothing ranges for frontline healthcare workers and others as an additional tool to combat infection from the COVID-19 causing virus.

The market for antimicrobial textiles is growing quickly. Amid the COVID-19 crisis, the global market for antimicrobial textiles is estimated at US$8.5 billion in 2020 and is projected to grow to US$11.5 billion by 2027.[1] The U.S. accounted for over 29.4% of the global market in 2020, while the Chinese market is forecasted at a 4.2% compounded annual growth rate between 2020 and 2027.[1] Another market opportunity can be found in the healthcare industry. Healthcare associated infections ("**HAIs**") are now one of the top ten leading causes of deaths in the developed world.[2] Textiles are a major source of HAI-causing pathogens and yet there is no effective way to keep them free of these pathogens during use. Healthcare providers' uniforms can be vectors that spread infections not only within hospitals, but potentially within communities and 92% of hospital privacy curtains are contaminated with multiple infectious bacteria leading to approximately 100,000 deaths in the United States last year.[3] The Company's products are being tested in these environments to confirm efficacy of reducing bacterial loads on textiles.

The Intelligent Fabrics Division's current product offerings include Protx2® (anti-microbial and anti-viral formulations), Enguard® 5 (insect repellant technology), Dreamskin® (skin polymer), UVtx (ultraviolet light blocker), FreshTx (odourabsorbing technology), RepelTX (durable water repellant), Omega+ (joint and muscle recovery), TempTx (thermal regulator), Appolo (body odour neutralizer) and DryTx (moisture-wicking technology).



The Company anticipates that several new products will be added to its pipeline in the future. The right to sell and distribute these products is governed by an exclusive perpetual license agreement, the details of which can be found in the AIF.

Under Armour, Careismatic Brands, Lululemon, Walmart, Target, The North Face, Hanes, Kohl's and Amazon are among the Company's current top customers.

The upcoming near term milestones and plans for the Company are (i) to obtain the EPA approval of efficacy claims in respect of PROTX2® AV treated fabrics, (ii) launch Underfit® (travel and performance apparel line expected to launch in Spring 2021) and Frontline® (personal protective equipment brand expected to launch in the first quarter of 2021), (iii) complete clinical trials with PROTX2® AV and RepelTX® (two trials pending with 400 nurses in two major U.S. hospital systems

[1] https://www.researchandmarkets.com/reports/5029859/antimicrobial-textiles-global-markettrajectory?utm_source=MC&utm_medium=Email&utm_code=mzr38yrl8&utm_ss=17&utm_campaign=1404873+-+Antimicrobial+Textiles+-+Global+Market+Trajectory+%26+Analytics&utm_exec=adke277mtd
[2] www.ncbi.nlm.nih.gov/pmc/articles/PMC6245375/
[3] www.ncbi.nlm.nih.gov/pmc/articles/PMC4180417/
www.ncbi.nlm.nih.gov/pubmed/22464039

utilizing PROTX2® AV and RepelTX® technologies) and (iv) expanding the Company's customer base and renewing current customers (the Company has a large pipeline of new customers and indications of re-orders from current clients).

Intimate Apparel Division

The Intimate Apparel Division commenced operations in 1992 and has continued to stay on top of market trends to design, develop and supply the fashion industry with unique solution bras and bra accessories for every possible occasion. The Intimate Apparel Division currently operates under the trade name Coconut Grove Intimates and is part of a niche market with aging competition and room for significant growth. 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. This division has over 25 years of profitable operations.

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

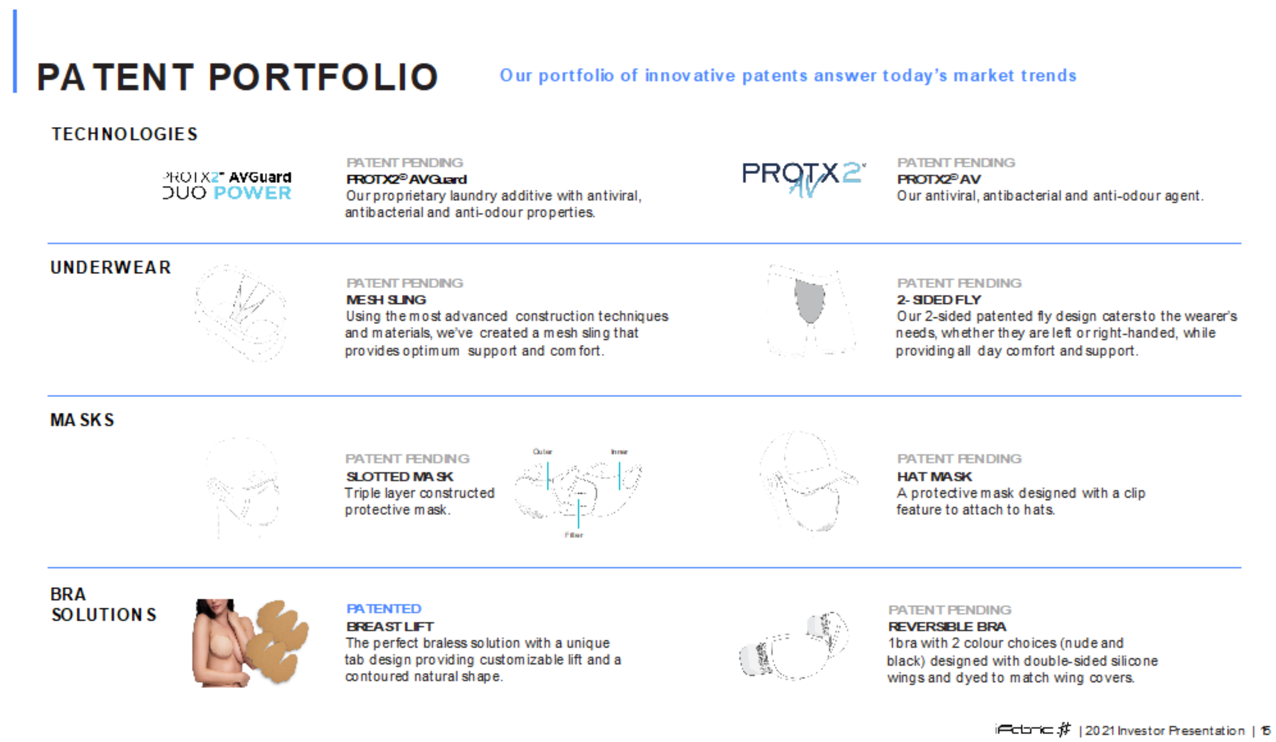
All product design is handled by the Markham design team and, currently over 95% of the division's inventory production is outsourced to factories in China.

In the past several years, the Company has positioned the division's product strategy by way of leveraging a key license agreement in order to sell products under various Maidenform® brands. The Maidenform® brand was founded in 1922 and during its 98-year history has grown to become one of the most recognizable and respected brands in the intimate apparel industry. In addition, the division develops and supplies products for sale under the private label brands of certain major retailers as well as the Company's own brand, the Natural®. The division's products are carried by numerous retailers including Amazon, Walmart and Kohl's.

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

Intellectual Property

The Company has a robust intellectual property portfolio consisting of a number of technologies. Set forth below is a description of a select number of the Company's patented and patent pending products.



For additional information regarding the Company's business, see "*Business of iFabric*" in the AIF, incorporated by reference into this Prospectus.

RECENT DEVELOPMENTS

MFB International Holdings S.A.R.L., the owner of the Maidenform® brands, and the Company's wholly-owned subsidiary, Coconut Grove Pads Inc., are in the process of renewing a licence agreement for the Maidenform® brands. The licence agreement expired on December 30, 2020, but the parties agreed to a short-term extension until January 31, 2021 in order to provide adequate time to complete the negotiations of a new agreement. While the Company is confident that a new agreement will be reached, there is no guarantee that the Company will secure similar favourable terms or finalize a new agreement at all.

USE OF PROCEEDS

The net proceeds to the Company from the Offering (after deducting the Underwriters' Fee of $[•] and before deducting the estimated expenses of this Offering of $250,000) will be approximately $[•].

The Company intends to use the net proceeds of the Offering for the following purposes:

Use of Funds	Amount
1. Clinical Trial Costs	$[•]
2. Regulatory Costs	$[•]
3. Emerging Markets Expansion	$[•]
4. On-going Research & Development	$[•]
5. Working Capital and general corporate purposes	$[•]
Total	**$[•]**

The above noted allocation represents the Company's intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Actual expenditures may differ from the estimates set forth above. There may be circumstances where for sound business reasons, the Company reallocates the use of proceeds. See "*Risk Factors – Discretion in the Use of Proceeds*" and "*Risk Factors – Additional Financing*".

Significant Events, Milestones or Objectives

The primary business objectives for the Company in respect of the use of proceeds are as follows:

1. Further to item 1 above, the Company intends to complete clinical trials to attempt to demonstrate that bacterial loads on fabrics, and in particular hospital scrubs, are reduced with the use of the Company's products, PROTX2® AV and RepelTX®. There are two trials pending with 400 nurses in two major U.S. hospital systems utilizing PROTX2® AV and RepelTX® technologies. The Company anticipates that these trials will be completed by the end of 2021.

2. Further to item 2 above, the Company will apply for regulatory approvals in the European Union, the United Kingdom and Canada, similar to those being applied for with the EPA in the United States. The Company anticipates that these regulatory application processes will take between 18 and 24 months.

3. Further to item 3 above, the Company is proposing to expand operations to Africa, China, Taiwan, South America and South Korea which will entail an increase to the marketing and technical teams as well as additional expenses associated with professional advisors and obtaining applicable local approvals. The expansion into these markets will commence forthwith after receipt of EPA approval and the timeline for such expansion is between 12 to 18 months.

4. Further to item 4 above, the Company will continue its ongoing research and development efforts to develop new generations of its current technologies with the goal of further enhancing efficacy and durability of its products. The Company's research and development efforts will also involve the development of new products to add to its pipeline and to help ensure that the Company remains a leader in its industry.

Until applied, the net proceeds will be held as cash balances in the Company's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by a government authority.

The Company generated negative cash flow in its most recently completed fiscal year. The Company cannot guarantee that it will attain or maintain positive cash flow status into the future. To the extent that the Company has negative cash flow in any future period, certain of the proceeds from the Offering may be used to fund such negative cash flow from operating activities in these periods. See "*Risk Factors"*.

If the Over-Allotment Option is exercised in full, the net proceeds to the Company (after deducting the Underwriters' Fee of $[•**]** and before deducting the estimated expenses of this Offering of $250,000) will be approximately $[•**]**. The net proceeds from the exercise of the Over-Allotment Option, if any, is expected to be added to general working capital.

CONSOLIDATED CAPITALIZATION

Since September 30, 2020, the date of the Company's most recent audited financial statements, there have been no material changes to the Company's share and loan capitalization on a consolidated basis except the issuance of a total of 100,000 Common Shares pursuant to the exercise of stock options. See "*Prior Sales*". On September 30, 2020, the Company had 26,475,750] Common Shares and 1,829,000 stock options issued and outstanding.

As at the close of business on January 18, 2021, the Company had 26,575,750 Common Shares issued and outstanding. Upon completion of the Offering, there will be an aggregate of [•] Common Shares issued and outstanding ([•] Common Shares if the Over-Allotment Option is exercised in full), [•] Warrants issued and outstanding ([•] Warrants if the Over-Allotment Option is exercised in full) and [•] Broker Warrants issued and outstanding ([•] Broker Warrants if the Over-Allotment Option is exercised in full).

In addition, as at the close of business on January 18, 2021, the Company had 1,729,000 stock options outstanding.

The above should be reviewed in conjunction with the Financial Statements and MD&A of the Company.

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

Offering

The Offering consists of Units, each of which is comprised of one Unit Share and one-half of one Warrant. The Units will separate into Unit Shares and Warrants immediately upon the closing of the Offering. This Prospectus qualifies the distribution of the Units and the Additional Securities, the distribution of the Broker Warrants and the grant of the Over-Allotment Option.

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. As of the close of business on January 18, 2021, there were 26,575,750 outstanding Common Shares.

Holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and to one vote per Common Share on all matters upon which holders of Common Shares are entitled to vote at such meetings of shareholders.

The holders of Common Shares are entitled to receive dividends as and when declared by the Board of Directors of the Company ("**Board**"). The Company has not paid dividends and currently intends to reinvest all future earnings to finance the development and growth of its business. As a result, the Company does not intend to pay dividends on the Common Shares in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Board and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of dividends and any other factors that the Board deems relevant. The Company is not bound or limited in any way to pay dividends in the event that the Board determines that a dividend is in the best interest of its shareholders. In addition, in the event of a liquidation, dissolution or winding-up or other distribution of assets among shareholders, the holders of Common Shares will be entitled to share pro rata in the distribution of the balance of the assets of the Company.

All of the Common Shares are fully paid and non-assessable and are not subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a shareholder to contribute additional capital.

Warrants

The following is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture, which will be filed with the applicable Canadian securities regulatory authorities and available on SEDAR at www.sedar.com as of the Closing Date.

Each Warrant entitles the holder thereof to acquire one Warrant Share at an exercise price of $4.60 on or before 5:00 p.m. (Toronto time) for a period of 24 months following the date of issuance of such Warrants, subject adjustment in certain customary events, after which time the Warrants will expire.

The Warrants will be issued under and governed by the Warrant Indenture to be entered into on the Closing Date between the Company and the Warrant Agent. The Company will appoint the principal transfer office of the Warrant Agent in Toronto, Ontario, or such other place as may be designated in accordance with the Warrant Indenture, as the location at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Company may, subject to applicable law, purchase by private contract or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of any Warrants or options outstanding as of the date of the Warrant Indenture);

b) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares;

c) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares;

d) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "Current Market Price" ("**Current Market Price**" will be defined in the Warrant Indenture as the weighted average of the trading price per Common Share for such Common Shares for each day there was a closing price for the twenty consecutive Trading Days ending five days prior to such date on the TSX) for the Common Shares on such record date; and

e) the distribution to all or substantially all of the holders of the Common Shares of (i) securities of any class, whether of the Company or any other entity (other than Common Shares), (ii) rights, options or warrants to subscribe for or to purchase Common Shares, or other securities convertible into or exchangeable for Common Shares (other than a "Rights Offering", as will be defined in the Warrant Indenture), (iii) evidence of indebtedness, or (iv) any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

a) reclassifications of the Common Shares;

b) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change of the Common Shares into other shares); or

c) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to the Warrant Agent and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the Exercise Price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants. The notice shall be given in each case not less than 14 days prior to any such applicable record date. If notice has been given and the adjustment is not then determinable, the Company shall promptly, after the adjustment is determinable, file with the Warrant Agent a computation of the adjustment and give notice to the holders of the Warrants of such adjustment computation.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no compensation will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any right or interest whatsoever as a shareholder, including, but not limited to, the right to vote at, to receive notice of, or to attend, meetings the Company's shareholders or any other proceedings of the Company, or the right to dividends and other allocations.

The Warrant Indenture will provide that, from time to time, the Company and the Warrant Agent may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including curing defects or inconsistencies that do not prejudice the rights of any holder. Any amendment or supplement to the Warrant Indenture that would prejudice the interests of the holders of Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing of at least 20% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to the lack of quorum) and passed by the affirmative vote of the holders of Warrants present in person or by proxy representing not less than 66 $^{2/3}$% of the aggregate number of Warrant Shares that may be acquired on exercise of the Warrants at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66 $^{2/3}$% of the aggregate number of the then outstanding Warrants.

Broker Warrants

The Underwriters will receive such number of Broker Warrants as is equal to 6.0% of the number of Units sold pursuant to the Offering. Each Broker Warrant shall entitle the Underwriters to acquire one Common Share at an exercise price of $3.90 for a period of 24 months following the Closing Date. The terms to be set out in the certificates representing the Broker Warrants will include, among other things, customary provisions for the appropriate adjustment of the number of Common Shares issuable pursuant to any exercise of the Broker Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, any capital reorganization of the Company, or any merger, consolidation or amalgamation of the Company with another corporation or entity, as well as customary amendment provisions. The Underwriters, as holders of the Broker Warrants, will not as such have any voting right or other right attached to Common Shares until and unless the Broker Warrants are duly exercised as provided for in the certificates representing the Broker Warrants.

PLAN OF DISTRIBUTION

The Company and the Underwriters intend to enter into the Underwriting Agreement upon successful marketing of the Offering. Pursuant to the terms and conditions of the Underwriting Agreement, the Company has agreed to issue and sell and the Underwriters have severally (and not jointly nor jointly and severally) agreed to purchase on the Closing Date, subject to the approval of certain legal matters on the Company's behalf by its counsel, Fogler, Rubinoff LLP, and on behalf of the Underwriters by its counsel, Borden Ladner Gervais LLP, [•] Units at a price of $3.90 per Unit, payable in cash, for gross proceeds to the Company of $[•] against delivery of the Units. The Closing Date is expected to take place on or about February 3, 2021 or such other date as may be agreed upon by the Company and the Underwriters, but in any event, no Closing Date shall occur later than 42 days following the final receipt for the (final) short form prospectus by the applicable securities commissions.

The Offering Price was determined by arm's length negotiation between the Company and Lead Underwriter, on behalf of the Underwriters, with reference to the prevailing market price of the Common Shares. The obligations of the Underwriters under the Underwriting Agreement are several (and not joint nor joint and several), are subject to certain closing conditions and may be terminated at their discretion on the basis of "material adverse change out", "disaster out", "regulatory proceedings out", "restrictions on distribution out", and "breach out" provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. Each Underwriter is, however, obligated to take up and pay for all of the Units it has agreed to purchase if it purchases any Units under the Underwriting Agreement.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to purchase one Warrant Share at the Exercise Price at any time up to the Warrant Expiry Date, subject to adjustment in certain events. Any unexercised Warrants shall automatically expire on the Warrant Expiry Date. The Warrants will be governed by the Warrant Indenture to be dated as of the Closing Date and to be entered into between the Company and the Warrant Agent. See "*Description of The Securities Being Distributed — Warrants*".

We have agreed to grant to the Underwriters Over-Allotment Option, exercisable, in whole or in part, at any time and from time to time on or prior to the Over-Allotment Deadline, to purchase up to Additional Units that is equal to 15% of the number of Units sold hereunder, at a price equal to the Offering Price, solely to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised, in whole or in part, at any time and from to time to time prior to the Over-Allotment Deadline, by the Underwriters to acquire: (i) up to [•] Additional Units at the Offering Price; (ii) up to [•] Additional Shares at a price of $[•] per Additional Share; (iii) up to [•] Additional Warrants at a price of $[•] per Additional Warrant; or (iv) any combination of Additional Securities, provided that (A) the number of Additional Units does not exceed [•], (B) the number of Additional Shares does not exceed [•], and (C) the number of Additional Warrants does not exceed [•]. The Over-Allotment Option is exercisable by the Underwriters giving notice to the Company prior to the Over-Allotment Deadline, which notice shall specify the number of Additional Units, Additional Shares and/or Additional Warrants to be purchased. If the Over-Allotment Option is exercised in full for Additional Units, the "Price to Public", "Underwriters' Fee" and "Net Proceeds to the Company" (before deducting expenses of the Offering) will be $[•], $[•] and $[•] respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Securities issuable on the exercise thereof. A purchaser who acquires Additional Securities forming part of the Underwriters' over-allocation position acquires those Additional Securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for the services provided by the Underwriters in connection with the Offering, and pursuant to the terms of the Underwriting Agreement, the Company has agreed to pay the Underwriters the Underwriters' Fee equal to 6% of the gross proceeds from the Offering (including any gross proceeds raised on exercise of the Over-Allotment Option). The Underwriters will also receive such number of Broker Warrants as is equal to 6.0% of the number of Units sold pursuant to the Offering. Each Broker Warrant shall entitle the Underwriters to acquire one Common Share at an exercise price of $3.90 for a period of 24 months following the Closing Date. This Prospectus qualifies the distribution of the Broker Warrants to the Underwriters.

The Units will be offered in each of the provinces and territories of Canada, other than Quebec, through the Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and territories and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer, through their duly registered broker dealers in each applicable jurisdiction, the Units in the United States or to, or for the account or benefit of, U.S. Persons and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters, in each case in accordance with applicable laws provided that no prospectus, registration statement or similar document is required to be filed in any such jurisdiction.

The Company has applied to the TSX for the listing of the Underlying Securities. Listing will be subject to the Company fulfilling all of the listing requirements of the TSX. There is currently no market through which the Warrants may be sold. See "*Risk Factors"*.

The Company has agreed to indemnify the Underwriters and their respective affiliates and their respective directors, officers, employees, agents and shareholders against certain liabilities. The Company will be responsible for all expenses related to the Offering, whether or not it is completed, including the reasonable fees and disbursements of legal counsel to the Underwriters and the Underwriters' reasonable out-of-pocket expenses. Such fees and expenses will be deducted from the gross proceeds otherwise payable to the Company on the Closing Date.

Pursuant to the Underwriting Agreement, the Company has agreed to not, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional Common Shares or any securities convertible into or exchangeable for Common Shares, other than: (i) issuances pursuant to the Offering; (ii) the grant or exercise of share purchase options and other similar issuances pursuant to the Company's stock option plan and other share compensation arrangements (provided that in the case of new grants, the exercise price of such stock options or compensation arrangement will be no less than the Offering Price); and (iii) issuance pursuant to obligations in respect of existing agreements, for a period of 90 days from the Closing Date without the prior written consent of the Lead Underwriter, on behalf of the Underwriters, such consent not to be unreasonably withheld or delayed.

The Company has also agreed to use its commercially reasonable efforts to cause each of the directors and officers, and principal securityholders of the Company to enter into lock-up agreements in favour of the Underwriters, pursuant to which each such person will agree, for a period ending 120 days after the Closing Date, not to sell, or agree to sell (or announce any intention to do so), any Common Shares or securities exchangeable or convertible into Common Shares without the prior written consent of the Lead Underwriter, on behalf of the Underwriters, such consent not to be unreasonably withheld.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (a) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, (b) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities, or (c) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. Consistent with these requirements, and in connection with this distribution, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the TSX or otherwise.

The Underwriters may offer the Units at a price lower than the Offering Price. Such decrease in the Offering Price will not affect the net proceeds to be paid to the Company by the Underwriters. The compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the gross proceeds to be paid by the Underwriters to the Company. The Underwriters shall inform the Company if the Offering Price is decreased.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Units will be delivered under the book-based system through CDS or its nominee and deposited in registered or electronic form with CDS on the Closing Date, or such other date as may be agreed upon by the Company and the Underwriters, provided that the Units are to be taken up by the Underwriters on or before the date that is not later than 42 days after the date of the receipt for the (final) short form prospectus relating to the Offering. No certificates evidencing the Unit Shares and Warrants comprising the Units will be issued to subscribers, except in certain limited circumstances, and as such a purchaser of Units will receive only a customer confirmation from the registered dealer through which the Units are purchased. Notwithstanding the foregoing, all Unit Shares and Warrants offered and sold, and all Warrant Shares, if applicable, issued, in the United States or to, or for the account or benefit of, U.S. Persons pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws to investors who do not qualify as Qualified Institutional Buyers will be represented by definitive physical certificates.

The Unit Shares and the Warrants comprising the Units offered hereby and the Warrant Shares issuable upon exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any U.S. state securities laws and, subject to registration under the U.S. Securities Act and applicable U.S. state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, to or for the account or benefit of, persons within the United States or U.S. Persons. The Underwriters and each of their duly registered United States broker-dealer affiliates have agreed that they will not offer or sell the Units, as part of their distribution at any time, within the United States or to, or for the account or benefit of, U.S. Persons except to (i) Qualified Institutional Buyers that are also U.S. Accredited Investors pursuant to Rule 144A under the U.S. Securities Act and (ii) U.S. Accredited Investors on a substituted purchaser basis pursuant to Rule 506(b) of Regulation D under the U.S. Securities Act and/or Section 4(a)(2) of the U.S. Securities Act and similar exemptions under applicable state securities laws, in each case subject to all the agreements, covenants and restrictions set forth in the Underwriting Agreement. Furthermore, all offers and sales of the Units will otherwise be made outside of the United States to non-U.S. Persons in accordance with Rule 903 of Regulation S under the U.S. Securities Act.

The Warrants and the Warrant Shares issuable upon the exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person (as that term is defined in Regulation S under the U.S. Securities Act), nor will any certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company; provided, however, that a holder who is a Qualified Institutional Buyer or a U.S. Accredited Investor at the time of exercise of the Warrants will not be required to deliver an opinion of counsel in connection with the exercise of Warrants that are a part of those Units.

The Warrants and the Warrant Shares issuable upon the exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. Person, nor will any certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company; provided, however, that a holder who is an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act (a "**U.S. Accredited Investor**") or a Qualified Institutional Buyer that is also a U.S. Accredited Investor at the time of exercise of the Warrants who purchased the Units in the Offering will not be required to deliver an opinion of counsel in connection with the exercise of Warrants that are a part of those Units.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any Units offered by this Prospectus in any jurisdiction in which such an offer or a solicitation is unlawful. Until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States or to, or for the account or benefit of, U.S. Persons by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in reliance on an exemption from the registration requirements of the U.S. Securities Act. The Units issued to persons in the United States or to, or for the account or benefit of, a U.S. Person will be "restricted securities" within the meaning of Rule 144(a)(3) of the U.S. Securities Act.

PRIOR SALES

During the 12-month period prior to the date of this Prospectus, the Company issued the following securities:

Date of Issuance	Type of Security Issued	Issuance/Exercise Price per Security	Number of Securities Issued
April 7, 2020	Options	$2.70	200,000
July 2, 2020	Options	$6.05	10,000
December 10, 2020	Options	$2.40	50,000
December 22, 2020	Options	$2.40	50,000

Other than in respect of the foregoing, the Company has not sold or issued any securities qualified for distribution under this Prospectus or convertible or exchangeable into such securities during the 12-month period prior to the date hereof.

TRADING PRICE AND VOLUME

Common Shares

The Common Shares are listed and posted for trading on the TSX under the symbol "IFA". The following table sets forth the monthly price ranges and volumes of trading of such Common Shares on the TSX for the periods indicated.

Date	High ($)	Low ($)	Volume (#)
January 1 – January 18, 2021	4.64	3.55	73,817
December 2020	4.20	3.65	91,239
November 2020	4.46	3.40	113,844
October 2020	4.47	3.35	54,811
September 2020	5.24	3.17	107,908
August 2020	5.48	4.57	148,442
July 2020	6.04	4.65	240,812
June 2020	7.87	3.81	569,523
May 2020	5.79	2.46	657,563
April 2020	3.94	1.57	512,047
March 2020	1.30	0.80	70,594
February 2020	1.64	0.92	30,351
January 2020	1.39	0.86	33,330

At the close of business on January 18, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares as quoted by the TSX was $4.55.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Fogler, Rubinoff LLP, counsel to the Company, and Borden Ladner Gervais LLP, counsel to the Underwriters, the following summary, as of the date hereof, fairly presents the principal Canadian federal income tax considerations generally applicable under the Tax Act to the acquisition, holding and disposition of the Unit Shares, Warrant Shares and Warrants by a holder who acquires, as beneficial owner, the Units pursuant to this Prospectus. For purposes of this summary, the term "Common Shares" shall also include the Unit Shares and any Warrant Shares acquired upon the exercise of the Warrants, unless the context otherwise requires. This summary applies only to a holder who is a beneficial owner of Common Shares and Warrants acquired pursuant to this Offering and who, for the purposes of the Tax Act**,** and at all relevant times: (i) deals at arm's length with the Company and the Underwriters; (ii) is not affiliated with the Company or the Underwriters; and (iii) holds the Common Shares and Warrants as capital property (a "**Holder").**

Common Shares and Warrants will generally be considered to be capital property to a Holder unless they are held in the course of carrying on a business of trading or dealing in securities or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder (i) that is a "financial institution" (as defined in the Tax Act for the purposes of the mark-to-market rules), (ii) an interest in which would be a "tax shelter investment" (as defined in the Tax Act), (iii) that is a "specified financial institution" (as defined in the Tax Act), (iv) that has elected to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency, (v) that has entered or will enter into a "derivative forward agreement" or "synthetic disposition arrangement" (each as defined in the Tax Act) with respect to the Common Shares or Warrants, (vi) that receives dividends on the Common Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act). Any such Holder should consult its own tax advisor with respect to an investment in the Units. In addition, this summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of Units.

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of the Units, controlled by a non-resident corporation (or pursuant to the Proposed Amendments (as defined below), a non-resident person or group of persons (comprised of any combination of non-resident corporations, non-resident individuals, or non-resident trusts) that do not deal at arm's length) for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Any such Holder should consult its own tax advisor with respect to the consequences of acquiring Units hereunder.

This summary is based upon: (i) the current provisions of the Tax Act and the regulations thereunder ("**Regulations")** in force as of the date hereof; (ii) all specific proposals ("**Proposed Amendments")** to amend the Tax Act or the Regulations that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof; and (iii) counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency ("**CRA").** No assurance can be given that the Proposed Amendments will be enacted or otherwise implemented in their current form, if at all. If the Proposed Amendments are not enacted or otherwise implemented as presently proposed, the tax consequences may not be as described below in all cases. Other than the Proposed Amendments, this summary does not take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account other federal laws, the laws of any province or territory of Canada or the laws of any jurisdiction outside of Canada.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Allocation of Cost

Holders will be required to allocate on a reasonable basis their cost of each Unit between the Unit Share and the Warrant in order to determine their respective costs for purposes of the Tax Act. For its purposes, the Company intends to allocate $● to each Unit Share and $• to each Warrant. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or the Holder.

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit acquired pursuant to this Offering will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

Exercise of Warrants

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base (determined immediately before the acquisition of the Warrant Share) to the Holder of all Common Shares owned by the Holder as capital property immediately prior to such acquisition.

Holders Resident in Canada

This section of the summary applies to a Holder who, at all relevant times, is, or is deemed to be, resident in Canada for the purposes of the Tax Act ("**Resident Holder").** Certain Resident Holders whose Common Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such purchaser in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Such election is not available in respect of Warrants. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

Expiry of Warrants

In the event of the expiry of an unexercised Warrant, a Resident Holder generally will realize a capital loss equal to the Resident Holder's adjusted cost base of such Warrant. The tax treatment of capital gains and capital losses is discussed in greater detail below under "*Holders Resident in Canada - Taxation of Capital Gains and Capital Losses"*.

Dividends

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividends received or deemed to be received on the Common Shares.

Such dividends received by a Resident Holder that is an individual (other than certain trusts) will be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as "eligible dividends". There may be limitations on the ability of the Company to designate dividends as eligible dividends.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividends that is included in its income for a taxation year received or deemed to be received on the Common Shares will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Such Resident Holders should consult their own tax advisors.

A Resident Holder that is a "private corporation" (as defined in the Tax Act) or a "subject corporation" (as defined in the Tax Act), will generally be liable to pay a tax under Part IV of the Tax Act (refundable under certain circumstances) on dividends received (or deemed to be received) on the Common Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income for the year. A "subject corporation" is generally a corporation (other than a private corporation) controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts).

Dispositions of Common Shares and Warrants

A disposition or a deemed disposition of a Common Share (other than a disposition to the Company in a transaction that is not a sale in the open market) or Warrant (other than a disposition arising on the exercise or expiry of a Warrant) by a Resident Holder will generally result in the Resident Holder realizing a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share or Warrant, as the case may be, exceed (or are less than) the aggregate of the adjusted cost base to the Resident Holder thereof and any reasonable costs of disposition. Such capital gain (or capital loss) will be subject to the tax treatment described below under "*Holders Resident in Canada - Taxation of Capital Gains and Capital Losses"*.

Taxation of Capital Gains and Capital Losses

A Resident Holder will generally be required to include in computing its income for the taxation year of disposition, one-half of the amount of any capital gain (a "**taxable capital gain")** realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss (an "**allowable capital loss")** against taxable capital gains realized in the taxation year of disposition. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances specified in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such Common Shares to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares or where a partnership or trust, of which a corporation is a member or a beneficiary, is a member of a partnership or a beneficiary of a trust that owns Common Shares. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

Other Income Taxes

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay a tax (refundable under certain circumstances) on its "aggregate investment income" (as defined in the Tax Act) for the year, including taxable capital gains.

In general terms, a Resident Holder that is an individual (other than certain trusts) that receives or is deemed to have received taxable dividends on the Common Shares or realizes a capital gain on the disposition or deemed disposition of Common Shares or Warrants may be liable for alternative minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not use or hold, and is not deemed to use or hold, the Common Shares or Warrants in connection with carrying on a business in Canada ("**Non-Resident Holder").** This summary does not apply to a Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere or that is an "authorized foreign bank" (as defined in the Tax Act) and such Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed under the Tax Act to be paid or credited by the Company to a Non-Resident Holder on the Common Shares will be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the *Canada-United States Tax Convention (1980)*, as amended, and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15%.

Dispositions of Common Shares and Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share or Warrant unless the Common Share or Warrant (as applicable) is, or is deemed to be, "taxable Canadian property" of the Non-Resident Holder for the purposes of the Tax Act at the time of disposition and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

Generally, a Common Share or Warrant (as applicable) will not constitute taxable Canadian property of a Non-Resident Holder provided that the Common Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the TSX) at the time of disposition, unless at any time during the 60 month period immediately preceding the disposition, (i) at least 25% of the issued shares of any class or series of the capital stock of the Company were owned by or belonged to any combination of (a) the Non- Resident Holder, (b) persons with whom the Non- Resident Holder did not deal at arm's length for purposes of the Tax Act, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of such shares was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, "Canadian resource property" (as defined in the Tax Act), "timber resource property" (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists. A Common Share may be deemed to be "taxable Canadian property" in certain other circumstances.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Common Share or Warrant that is taxable Canadian property to that Non-Resident Holder, and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention, the consequences described above under the headings "*Holders Resident in Canada - Dispositions of Common Shares and Warrants"* and "*Holders Resident in Canada – Taxation of Capital Gains and Capital Losses" will generally be applicable to such disposition. Such Non-Resident Holders should consult their own tax advisors*

RISK FACTORS

Before making an investment decision, prospective purchasers of Units should carefully consider the information described in this Prospectus, the AIF (under the heading "Risk Factors") and the MD&A (under the heading "Risks"). There are certain risks inherent in an investment in Units and in our business and activities, and prospective purchasers should carefully consider those risks described under "Forward-Looking Information" and the risks described below before investing in the Units. Readers are cautioned that such risk factors are not exhaustive. Our business, financial condition and results of operations could be materially adversely affected by any of these risks and past performance is no guarantee of future performance. Some of the risk factors described herein and in the documents incorporated by reference herein (including subsequently filed documents incorporated by reference herein) are interrelated and, consequently, investors should treat such risk factors as a whole.

The risks and uncertainties set out below and incorporated by reference herein are not the only ones we are facing. Additional risks and uncertainties not currently known to us, or that we currently deem immaterial, may also impair our operations. If any of these risks actually occur, our business, financial condition and operating results could be adversely affected. As a result, the trading price of the Common Shares and the Warrants could decline and investors could lose part or all of their investment. The Company cannot provide any assurances that it will successfully address any or all of these risks.

Future Test Results

The Company has conducted a number of tests and trials on its products and certain studies have produced favourable results. The Company also currently contemplates completing additional tests. Notwithstanding promising conclusions from the completed studies, the results of completed trials may not be predictive of the results of further testing. As such, the Company cannot predict with certainty the future results of any tests or studies completed. If the results of further tests are not favourable or do not support the conclusions of early studies, the Company's business, financial condition and results of operations may be adversely impacted, which could adversely affect the price of the Common Shares and Warrants in the market.

Completion of the Offering

The completion of the Offering remains subject to a number of conditions. There can be no certainty that the Offering will be completed. Failure by the Company to satisfy all of the conditions precedent to the Offering would result in the Offering not being completed. If the Offering is not completed, the Company may not be able to raise the funds required for the purposes contemplated under "*Use of Proceeds*" from other sources on commercially reasonable terms or at all.

Loss of entire investment

An investment in the Units is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in investments that involve significant risk and who can afford to lose their entire investment should consider an investment in the Company.

Impact of COVID-19

Emerging diseases, like COVID-19, and government actions to address them, may adversely affect our operations, our suppliers, or our customers. The COVID-19 pandemic continues to evolve rapidly and, as a result, it is difficult to accurately assess its continued magnitude, outcome and duration, but it could:

- worsen economic conditions, which could negatively impact access to capital;
- reduce consumer spending;
- limit our employees from travelling which could affect the execution of our business plan given the Company is multi-jurisdictional; or
- result in governmental regulation adversely impacting our business

all of which could have a material adverse effect on our business, financial condition and results of operations, which could be rapid and unexpected.

Discretion in the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth in this Prospectus under the heading "*Use of Proceeds*"; however, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading "*Use of Proceeds*" and in ways that a purchaser may not consider desirable, if management of the Company believes it would be in the Company's best interest to do so. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company's bank account or invested at the discretion of the Board. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's business, financial condition and results of operations may suffer, which could adversely affect the price of the Common Shares in the market.

The Market Price for the Common Shares & Warrants Cannot Be Assured

The market price of the Common Shares and the Warrants may be adversely affected by a variety of factors relating to the Company's business, including fluctuations in the Company's operating and financial results, the results of any public announcements made by the Company and the Company's failure to meet analysts' expectations. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares and the Warrants for reasons unrelated to the Company's performance. There can be no assurance that the market price of the Common Shares and the Warrants will not experience significant fluctuations in the future, including fluctuations that are unrelated to the Company's performance.

No Current Market for Warrants

The Warrants constitute a new issue of securities of the Company. There is currently no market through which the Warrants may be sold and purchasers of Units may not be able to resell the Warrants purchased under this Prospectus. While the Company has applied to list the Warrants on the TSX, such listing will be subject to TSX approval which is not guaranteed. If listed, the Warrants may trade at a discount depending on the market for similar securities, the Company's performance, the performance of the Common Shares and other factors. No assurance can be given that a liquid market for the Warrants will develop for the Warrants after the Offering, or if developed, that such a market will be sustained at the price level of the Offering. To the extent that an active trading market for the Warrants does not develop, the liquidity and trading prices of the Warrants may be adversely affected.

Cash Flow from Operations

The Company had negative operating cash flow for the financial year ended September 30, 2020. The Company cannot guarantee that it will attain or maintain positive cash flow status into the future. To the extent that the Company has negative cash flow in any future period, certain of the proceeds from the Offering may be used to fund such negative cash flow from operating activities in these periods, see "*Use of Proceeds*".

Dilution

The Company may complete additional financings and issue additional securities in the future, which may dilute a shareholder's holdings in the Company and decrease the value of the Company's securities. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan.

Dividends

The Company has never paid cash dividends on its Common Shares. Currently, the Company intends to retain its future earnings, if any, to fund the development and growth of its business, and the Company does not anticipate paying any cash dividends on its Common Shares in the near future. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on investment in any Common Shares in the foreseeable future.

LEGAL MATTERS AND INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon on behalf of the Company by Fogler, Rubinoff LLP, and on behalf of the Underwriters by Borden Ladner Gervais LLP.

There is no person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion in this Prospectus, other than Fogler, Rubinoff LLP and Borden Ladner Gervais LLP (collectively, the "**Experts**"). There were no registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of its associates or affiliates: (i) held by an Expert, when such Expert prepared the report, valuation, statement or opinion referred to herein as having been prepared by such Expert; (ii) received by an Expert, after the time specified above; or (iii) to be received by an Expert; except, in each case, for the ownership of Common Shares, which in respect of each Expert, as a group, has at all relevant times represented less than 1% of the outstanding Common Shares. In addition, none of the Experts, and no director, officer or employee of any of the Experts, is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

AUDITORS, TRANSFER AGENT, WARRANT AGENT AND REGISTRAR

BDO Canada LLP, Chartered Professional Accountants, ("**BDO LLP**") are the auditors of the Company and are located at 222 Bay Street, Suite 2200 P.O. Box 131, Toronto ON M5K 1H1. BDO LLP is independent of the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation. To the knowledge of the Company, BDO LLP does not own any registered or beneficial interest, directly or indirectly, in any securities or other property of the Company.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices located in Toronto, Ontario, Canada and the transfer agent and registrar for the Warrants will be Computershare Trust Company of Canada at its principal offices located in Toronto, Ontario, Canada.

PROMOTERS

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

Name of Promoter and Position with the Company	Number and Percentage of Voting Securities Owned, Directly or Indirectly, or Over Which Control is Exercised
Hylton Karon, President, Chief Executive Officer and Director	19,025,285 (71.86%)
Hilton Price, Chief Financial Officer and Director	462,500 (1.75%)

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

Name of Promoter and Position with the Company	Salary	Management Fees	Other Compensation	Value of Unexercised In-the-Money Options
Hylton Karon, President, Chief Executive Officer and Director	nil	$379,000(1)	nil	nil
Hilton Price, Chief Financial Officer and Director	nil	$176,000(1)	nil	$2,020,000(2)
TOTAL	nil	$555,000	nil	$2,020,000

(1) Hylton Karon and Hilton Price provide management services to the Company, as well as a wholly-owned subsidiary of the Company, through external management companies.

(2) Options to acquire up to 500,000 common shares of the Company at an exercise price of $0.40 per share were granted to Hilton Price on January 16, 2013 and expire on January 16, 2023. An option to acquire a further 100,000 shares at an exercise price of $2.40 per share were granted to Hilton Price on June 5, 2017 and expire on June 5, 2027. In-the-money-options are those where the market value of the underlying securities exceeds the option exercise price at September 30, 2020. The closing market price of the Company's common shares on September 30, 2020, was $4.10 per common share.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

In an offering of convertible, exchangeable or exercisable securities, original purchasers will have a contractual right of rescission against the Company following the conversion, exchange or exercise of such securities in the event that this Prospectus, or any amendment hereto contains a misrepresentation. Other than in the case of an offering of warrants that may reasonably be regarded as incidental to the offering as a whole, the contractual right of rescission will entitle such original purchasers to receive, upon surrender of the securities issued upon conversion, exchange or exercise of such securities, the amount paid for such securities and any additional amount paid upon conversion, exchange or exercise of such securities, provided that (i) the conversion, exchange or exercise takes place within 180 days from the date of the purchase of such securities hereunder and (ii) the right of rescission is exercised within 180 days from the date of the purchase of such securities hereunder. This contractual right of rescission will be consistent with the statutory right of rescission described under section 130 of the *Securities Act* (Ontario) and is in addition to any other right or remedy available to original purchasers under section 130 of the *Securities Act* (Ontario) or otherwise at law.

Original purchasers of convertible, exchangeable or exercisable securities are further cautioned that in an offering of convertible, exchangeable or exercisable securities, the statutory right of action for damages for a misrepresentation contained in a prospectus is, under the securities legislation of certain provinces and territories, limited to the price at which the convertible, exchangeable or exercisable security was offered to the public under the prospectus offering. Accordingly, any further payment made at the time of conversion, exchange or exercise of the security may not be recoverable in a statutory action for damages in those provinces and territories, as applicable. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: January 19, 2021

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada (except Québec).

(Signed) "*Hylton Karon*" President and Chief Executive Officer	(Signed) "*Hilton Price*" Chief Financial Officer

On behalf of the Board of Directors

(Signed) "*Mark Cochran*" Director	(Signed) "*Mark Greenspan*" Director

CERTIFICATE OF THE PROMOTERS

Dated: January 19, 2021

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada (except Québec).

(Signed) "*Hylton Karon*" (Signed) "*Hilton Price*"

CERTIFICATE OF THE UNDERWRITERS

Dated: January 19, 2021

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada (except Québec).

STIFEL NICOLAUS CANADA INC.

By: (Signed) *"Matthew Gaasenbeek"*
Co-Head, Investment Banking

IA PRIVATE WEALTH INC.

By: (Signed) *"John Rak"*
Managing Director, Investment Banking

CANACCORD GENUITY CORP.

By: (Signed) *"Mike Lauzon"*
Managing Director, Investment Banking

iFabric Corp.