

FAB-FORM 2015 Year End MD&A

MD&A TO OUR SHAREHOLDERS

The cover is a screenprint of our current home page, showing the President of the United States discussing the importance of renewable energy. What he neglected to mention was that all foundations of the accumulator stations were formed with Fastfoot®. For more information on this interesting project, see:

http://www.fab-form.com/fastfoot/solarFarm.php

As always, thank you Board Members, Shareholders, and progressive Dealers and Contractors for your continued support and commitment.

Sincerely

Richard Fearn

President and CEO

29 April 2016

Herb Bentz

Chief Financial Officer

29 April 2016

MANAGEMENT DISCUSSION & ANALYSIS

31 December 2015

This discussion and analysis of the financial results of Fab-Form Industries Ltd. (Fab-Form or the Company) should be read in conjunction with the consolidated audited financial statements for the year 2015 and accompanying notes. The results reported therein have been prepared in accordance with International Financial Reporting Standards (IFRS) and are presented in Canadian dollars unless otherwise stated. Additional information relating to the Company can be found on the SEDAR (System for Electronic Document Analysis and Retrieval) website at www.sedar.com.

FORWARD LOOKING STATEMENTS

Some statements contained in this MD&A constitute "forward-looking statements" as is defined in applicable securities laws. These statements include, without limitation, the success of developing, manufacturing and distributing new products and other similar statements concerning anticipated future events, conditions or results that are not historical in nature, and reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking information is inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among others, risks and uncertainties relating to product development; the ability of the Company to obtain additional financing; the Company's limited operating history; the need to comply with environmental and governmental regulations; potential defects in product performance; fluctuations in currency exchange rates; fluctuating prices of commodities; operating hazards and risks; competition; the uncertainty of capturing market share and other risks and uncertainties. Accordingly, actual future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. All statements are made as of the Report Date and, except as required by law, the Company is under no obligation to update or alter any forward-looking information.

COMPANY DESCRIPTION

Fab-Form Industries Ltd. (the "Company" or "Fab-Form") is a company domiciled in Canada and incorporated under the Company Act of British Columbia. The address of the Company's head office is Unit 19, 1610 Derwent Way, Delta BC V3M 6W1. The Company develops, manufactures and distributes proprietary technology to form concrete footings, columns, foundations and walls for building structures. The Company also exclusively distributes Helix® micro rebar into the BC market and Nudura® insulating concrete form into the Lower Mainland market. The Company has traded on the TSX Venture Exchange ("TSX-V" under the symbol FBF) since 2000.

MANAGEMENT DISCUSSION & ANALYSIS

31 December 2015

OPERATING RESULTS

1. Fourth Quarter Profit and Loss Analysis

	4tl	1 Qtr 2015	4th	Qtr 2014	\$ change		% change	
Sales	\$	321,907	\$	295,968	\$	25,938	8.8%	
Cost of sales		245,741		236,495		9,246	3.9%	
Gross income	\$	76,165	\$	59,473	\$	16,692	28.1%	
(Percent gross margin)		23.7%		20.1%		-		
Expenses								
General and administration		51,783		48,224		3,559	7.4%	
Selling and marketing		27,281		25,780		1,500	5.8%	
		79,064		74,005		5,059	6.8%	
Operating income (loss)	\$	(2,899)	\$	(14,531)	\$	11,632	80.1%	
Foreign exchange and interest								
Foreign exchange losses (gain)		(2,167)		(2,866)		699	24.4%	
Interest expense		7,247		5,372		1,875	34.9%	
		5,080		2,506		2,574	102.7%	
Net income before other items		(7,979)		(17,038)		9,058	53.2%	
Other items								
Inventory write-off		-		3,635		(3,635)	(100.0%)	
Equipment write-down		11,651		182		11,469	6,301.6%	
	\$	11,651	\$	3,817	\$	7,834	205.2%	
Comprehensive loss for period	\$	(19,630)	\$	(20,855)	\$	1,224	5.9%	
i) Product Sales (4 th Quarter)								
	4th	1 Qtr 2015	4th	Qtr 2014	\$ (change	% change	
Fastbag®		980		1,057		(77)	(7.3%)	
Fastfoot®		20,801		18,959		1,843	9.7%	
Fast-Tube™		3,233		1,583		1,649	104.2%	
Helix®		31,665		196,712	(1	65,047)	(83.9%)	
Sundry Income		124		61		63	104.0%	
Monopour		5,011		16,984	-	(11,974)	(70.5%)	
Nudura		205,846		5,591		200,255	3,581.8%	
Zont™		36,927		34,740		2,187	6.3%	
Zuckle™		15,552		20,281		(4,730)	(23.3%)	
Bracing rentals		1,768		0		1,768	100.0%	
Total		321,906		295,968		25,938	9.0%	

Sales for the final quarter were \$322,619, a 9.0% increase over 2014's \$295,968. This improvement was due primarily to an increase in Nudura® of 3,582%. Helix® showed a large reduction due to no large projects in the 4^{th} quarter of 2015.

MANAGEMENT DISCUSSION & ANALYSIS

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ii) Cost of goods sold (4th Quarter)

	4th Qtr 2015	4th Qtr 2014	\$ change	% change
Direct Product COGS	222,145	222,692	(547)	(0.2%)
Gross margin	31.0%	24.8%		
Indirect Product COGS				
Amortization Production Equip.	4,588	2,940	1,648	56.0%
Production tools	80	232	(152)	(65.5%)
Production rental	7,298	8,235	(937)	(11.4%)
Variable Overhead	9,659	261	9,398	3,601.5%
Wages not allocated	320	0	320	100.0%
Customer Delivery Costs	1,651	2,135	(484)	(22.7%)
Total Indirect Product COGS	23,596	13,803	9,793	71.0%
Total Cost of Goods Sold	245,741	236,495	9,246	3.9%
Gross margin	23.8%	20.1%		

Gross margins of direct product sales were 31.1%, a substantial improvement over 2014. This was due to the higher margins of Nudura over Helix. However gross margins after indirect costs of goods sold were reduced to 23.8%, due to the rental of the adjacent warehouse used to store Nudura.

iii) General and administrative expenses (4th Quarter)

	4th Qtr 2015	4th Qtr 2014	\$ change	% change
Amortization & Depreciation	2,147	5,469	(3,322)	-61%
Occupancy	2,968	2,745	223	8.10%
Patent & TM Maintenance Fees	205	(424)	630	148.40%
Professional Fees	10,368	3,200	7,168	224.00%
Pubco	5,234	3,720	1,514	40.70%
General expenses	19,848	10,866	8,981	82.70%
Management Fees	7,820	20,320	(12,500)	-61.50%
Telecommunications	1,327	2,328	(1,001)	-43.00%
otal Admin Expenses	49,917	48,224	1,693	3.50%

General and Management fees decreased by \$12,500 to conserve cash for year end expenses, professional fees increased due to higher legal fees.

iv) Marketing and selling expenses (4th Quarter)

	4th Qtr 2015	4th Qtr 2014	\$ change	% change
Advertising	3,685	3,968	(283)	(7.1%)
Adwords	998	839	158	18.9%
Selling Expenses	12,198	2,504	9,694	387.2%
Trade Shows	3,543	1,654	1,889	114.2%
Associations	0	1,310	(1,310)	(100.0%)
Postage & courier	230	94	136	145.5%
Promo Materials	3,777	279	3,497	1,252.3%
Website	240	132	108	81.7%
Commissions & Fees	2,611	15,000	(12,389)	(82.6%)
Total Marketing Expenses	27,281	25,780	1,500	5.8%

Marketing expenses increased by 5.8% due to increased selling expenses and promotional materials.

v) Period loss

The company's net loss for the fourth quarter was \$19,630 from \$20,855 in the fourth quarter of 2014. Production equipment of \$11,651 was written off due a low rate of utilization.

MANAGEMENT DISCUSSION & ANALYSIS

31 December 2015

2. Full Year Profit and Loss Analysis

•	2015	2014	\$ Change	% Change
Sales	1,108,644	1,100,315	9,043	0.8%
Cost of sales	761,054	833,293	(72,239)	(8.7%)
Gross Profit	347,590	267,021	81,282	30.4%
Gross margin	31.4%	24.3%		
Expenses				
Admin Expenses	142,450	132,175	10,275	7.8%
Marketing Expenses	82,107	66,174	15,934	24.1%
	224,558	198,349	26,209	13.2%
Operating income	123,032	68,672	55,073	80.2%
Forex and interest				
Interest Expense	25,045	23,055	1,989	8.6%
Forex (gain) loss	(13,058)	(90)	(12,968)	(14,462.5%)
	11,986	22,966	(10,979)	(47.8%)
Other items				
Write off of capital assets	11,951	0	11,951	100.0%
Inventory Write-off	1,372	6,160	(4,788)	(77.7%)
Development Cost Write-down	(300)	2,645	(2,945)	(111.3%)
	13,023	8,804	4,218	47.9%
Comprehensive income	98,023	36,902	61,121	165.6%
i) Product Sales (full year)				
	2015	2014	\$ Change	% Change
Fastbag®	7,787	7,698	88	1.1%
Fastfoot®	122,432	137,792	(15,361)	(11.1%)
Fast-Tube™	10,889	8,901	1,989	22.3%
Helix®	111,032	616,799	(505,767)	(82.0%)
Sundry	1,550	2,033	(483)	(23.7%)
Monopour	52,081	70,938	(18,856)	()26.6%
Nudura	478,940	28,045	450,895	1,607.8%
Zont™	204,547	141,315	63,232	44.7%
Zuckle™	111,065	86,794	24,271	28.0%
Bracing rentals	8,321	0	8,321	100.0%
Total	1,108,644	1,100,315	8,329	0.8%

Sales for the year remained in line with 2014, however the product mix changed significantly. Helix® dropped 82% or \$505,767 over 2014, due to the completion of a large project in 2014. This was made up with a 1,608% increase in sales of Nudura as well as Zont bracing increase of \$96,537 over 2014.

MANAGEMENT DISCUSSION & ANALYSIS

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ii) Cost of sales

_	2015	2014	\$ Change	% Change
Total Direct Product COGS	684,861	778,867	(94,006)	(12.1%)
Gross margin of direct product Indirect Product COGS	38.3%	29.2%		
Amortization Production Equip.	15,471	10,554	4,917	46.6%
Production tools	1,455	1,788	(333)	(18.6%)
Production rental	29,192	31,630	(2,438)	(7.7%)
Variable Overhead	21,480	3,031	18,449	608.7%
Wages not allocated	320	0	320	100.0%
Customer delivery costs	8,276	7, 4 25	852	11.5%
Total Indirect Product COGS	76,194	54,427	21,767	40.0%
Total Cost of Goods Sold	761,054	833,293	(72,239)	(8.7%)
Gross margin including indirect product COGS	31.4%	24.3%		

Gross margins of direct product COGS increased significantly to 38.3% from 29.2% in 2014 due to the higher margins of Nudura® compared to Helix®. Gross margins after indirect costs of sales also remained higher at 31.4% compared with 24.3% in 2014

iii) General and administrative expenses

	2015	2014	\$ Change	% Change
Amortization & Depreciation	11,473	20,926	(9,453)	(45.2%)
Occupancy	10,804	11,612	(808)	(7.0%)
Patent & TM Maintenance Fees	821	821	0	0.0%
Professional Fees	20,602	13,539	7,063	52.2%
Pubco	13,863	13,335	528	4.0%
General expenses	56,007	27,289	28,718	105.2%
Management Fees	19,274	36, 4 65	(17,191)	(47.1%)
Telecommunications	6,827	7,856	(1,028)	(13.1%)
Total Admin Expenses	139,671	131,842	7,829	5.9%

General and administrative expenses for 2015 increased 5.9% to \$139,671 from \$131,842 in 2014, in line with expectations.

iv) Selling and marketing expenses

	2015	2014	\$ Change	% Change
Advertising	10,877	9,904	973	9.8%
Adwords	3,884	3,062	822	26.9%
Selling	22,998	9,130	13,868	151.9%
Trade Shows	15,084	6,643	8,441	127.1%
Associations	1,475	1,310	165	12.6%
Postage & courier	256	281	(25)	(8.9%)
Promo Materials	8,481	1,828	6,653	364.0%
Website	338	515	(177)	(34.4%)
Commissions & Fees	18,714	33,501	(14,787)	(44.1%)
Total Marketing Expenses	82,107	66,174	15,934	24.1%

Selling and marketing expenses increased 24.1% to \$82,107 from \$66,174 in 2013, due to increased selling expenses and increased promotional literature.

v) Other items

The Company wrote off \$11,951 of production equipment which was under utilized in 2015. Inventory write-down was \$1,372 in 2015 compared with \$6,160 in 2014.

MANAGEMENT DISCUSSION & ANALYSIS

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vi) Net income

The company's comprehensive income for 2015 was \$98,023, a 165.6 % increase over 2014's income of \$36,902.

DISCUSSION OF OTHER ITEMS

1. Investing activities

None

2. Financing activities

None

OPERATING RISK AND UNCERTAINTIES

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business.

Production and distribution operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of developing and producing of products, there are risks that the products being produced overseas do not meet specifications. Risk of product failure on the jobsite must be considered. Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial condition.

The operating risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

1. Product Development

Product development is a speculative business, characterized by significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover operating problems with a product, but also from poor acceptance in the market.

Upon discovery of a patentable product, several stages of development and assessment are required before its economic viability can be determined. Development of the product will follow only if favourable results are determined at each stage of assessment.

There is no assurance that the Company's current product development activities will result in commercially viable products. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its new product development programs.

The development of new products carries the risk of non-acceptance by the forming contractor and the distribution channel. High marketing costs of innovative products risk reducing profit levels even though gross margins for the product may exceed industry standards.

2. Commodity price risk

The manufacturing industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of products produced even if a viable market for the product is discovered. Factors beyond the control of the Company may affect the marketability of products. Pricing is affected by numerous factors beyond the Company's control, such as international economic and political trends, global or regional consumption and demand patterns for concrete formwork. There is no assurance that the selling price of a product will have sufficient margin to contribute to the operating viability of the Company.

3. Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

4. Conflict of Interest

The Directors and Officers of the Company are not in conflict of interest with other Companies. While the Company is engaged in the business of product development, such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to uphold the best interest of the Company and to disclose any interest that they may have in any project or opportunity of the

MANAGEMENT DISCUSSION & ANALYSIS

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Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any product or opportunity, the directors, will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

5. Economic conditions risk

Current and future unfavourable economic conditions could negatively impact the Company's financial viability. Unfavourable economic conditions could also increase the Company's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact any of the availability of credit facilities to the Company.

6. Currency risks

As the Company sells to the USA and purchases raw materials from other countries that price their goods in US dollars, the Company is exposed to considerable currency risk. The Company does not hedge any of this foreign currency exposure.

7. Environmental Regulations, Permits and Licenses

The Company's products are subject to various laws and building codes governing the protection of the environment, safety in construction, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation may provide restrictions and prohibitions on concrete spills which would result in environmental pollution. Fab-Form has taken out liability insurance which is normal for a manufacturer. The Company intends to fully comply with all environmental regulations.

CONTROLS AND PROCEDURES CERTIFICATION

1. Disclosure Controls and Procedures

Management is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure.

The CEO and the CFO, together with other members of management, have designed the Company's disclosure controls and procedures in order to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries would have been known to them, and by others, within those entities.

The Company has a Disclosure Policy in place to mitigate risks associated with the disclosure of inaccurate or incomplete information, or failure to disclose required information. The Disclosure Policy sets out accountabilities, authorized spokespersons, and the Company's approach to the determination, preparation, and dissemination of material information. The policy also defines restrictions on insider trading and the handling of confidential information.

2. Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management has designed internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. There has been no change in the design of the Company's internal control over financial reporting during the year ended 31 December 2015 that would materially affect, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

While the officers of the Company have designed the Company's disclosure controls and procedures and internal control over financial reporting, they are aware that these controls and procedures may not prevent all errors and fraud

3. Evaluation of Effectiveness

As required by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109) issued by the Canadian Securities regulatory authorities, an evaluation of the design and testing of the effectiveness of the operation of the Company's disclosure controls and procedures and internal control over financial reporting were conducted as of 31 December 2015, by and under the supervision of management, including the CEO and CFO. In making the assessment of the effectiveness of the Company's disclosure controls and procedures and

MANAGEMENT DISCUSSION & ANALYSIS

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internal control over financial reporting, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. The evaluation included documentation review, enquiries, testing, and other procedures considered by management to be appropriate in the circumstances.

Based on that evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures and internal control over financial reporting were effective as of 31 December 2015.

DISCUSSION OF NON FINANCIAL ITEMS

1. Off balance sheet arrangements

None

2. Subsequent events

None

SELECTED QUARTERLY FINANCIAL SUMMARY

The following table sets out selected quarterly financial information derived from the Company's financial statements, for each of the eight recently completed quarters.

	<i>2015</i>				2014			
	4th Qtr	3rd Qtr	2nd Qtr	1st Qtr	4th Qtr	3rd Qtr	2nd Qtr	1st Qtr
Revenue	321,907	364,883	297,723	124,133	295,968	470,993	269,283	64,071
Net Income (loss)	(19,630)	61,238	35,920	20,536	(23,614)	33,991	29,017	(5,251)
Shares outstanding (diluted)	7,797,988	7,797,988	7,797,988	7,797,988	7,797,988	7,797,988	7,797,988	7,797,988
Income (loss) per diluted share	(0.00)	0.01	0.00	0.00	(0.00)	0.00	0.00	(0.00)

SELECTED ANNUAL FINANCIAL SUMMARY

The following table sets out selected annual financial information of Fab-Form. The Company's annual financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and are expressed in Canadian dollars.

Year ended	2015	2014	2013	2012	
Revenues	\$ 1,108,644	\$ 1,100,315	\$ 462,052	\$ 383,645	
Cost of sales	\$ 761,054	\$ 833,293	\$ 292,049	\$ 191,662	
Gross profit	\$ 347,590	\$ 267,021	\$ 170,003	\$ 191,983	
% gross profit	31.4%	24.3%	36.8%	50%	
Expenses	\$ 224,558	\$ 198,349	\$ 139,871	\$ 165,506	
Net income (loss) after other items	\$ 98,023	\$ 36,902	\$ 1,548	\$ 6,087	
Shares outstanding (diluted)	7,797,988	7,797,988	7,797,988	7,797,988	
Income (loss) per diluted share	\$ 0.01	\$ 0.01	\$ 0.00	\$ 0.00	
Total assets	\$ 409,480	\$ 385,184	\$ 298,958	\$ 223,413	
Long term debt (excluding current portion)	\$ 87,713	\$ 107,807	\$ 105,511	\$ 103,195	
Cash dividends declared	\$ None	\$ None	\$ None	\$ None	

Additional financial information on the Company can be found on SEDAR at www.sedar.com.

Approved

"Board of Directors"

29 April 2016

FURTHER INFORMATION

FAB-FORM INDUSTRIES LTD. is a manufacturer and marketer of forming products using poly membranes to form and damp-proof concrete for the building industry. Fab-Form is the only company in the world commercializing this technology, and is headquartered in Delta, BC. Its common shares trade on the Toronto Venture Exchange under the symbol "FBF".

For additional information, please contact:

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Shareholders and interested investors should visit: www.fab-form.com