

## EARLY WARNING REPORT

### FILED PURSUANT TO NATIONAL INSTRUMENT 62-103

#### Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

ThreeD Capital Inc. (the “Company”) with a head office at 69 Yonge Street, Suite 1010, Toronto, Canada, M5E 1K3.

Common Shares in the capital of the Company.

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The transaction that triggered this report was acquisition of common shares and warrants via a private placement unit financing.

#### Item 2 – Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Palisade Global Investments Ltd. (“Palisade”) located at New Horizon Building, Ground Floor, 3 ½ Miles Philip S.W. Goldson Highway, Belize City, Belize.

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

August 17, 2016.

- 2.3 *State the names of any joint actors.*

None.

#### Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s security holding percentage in the class of securities.*

On August 17, 2016, Palisade acquired 2,500,000 units (“Units”) of ThreeD Capital Inc. Each Unit is comprised of one common share of ThreeD (a “ThreeD Share”) and one common share purchase warrant (a “ThreeD Warrant”), and with each ThreeD Warrant entitling the holder to purchase one additional ThreeD Share at a price of \$0.10 per ThreeD Share until August 17,

2019. The 2,500,000 ThreeD Shares comprised in the Units represent approximately 10.00% of ThreeD's issued and outstanding common shares. The 2,500,000 ThreeD Shares and 2,500,000 ThreeD Warrants comprised in the Units collectively represent approximately 18.20% of the issued and outstanding common shares of ThreeD, assuming the exercise of the ThreeD Warrants.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

See item 3.1 above.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Immediately prior to the completion of the transactions set forth in Item 3.1 above, Palisade did not own any securities of ThreeD.

Immediately following the acquisition transactions, Palisade owns 2,500,000 ThreeD Shares and 2,500,000 ThreeD Warrants collectively representing approximately 18.20% of the issued and outstanding common shares of ThreeD, assuming the exercise of the ThreeD Warrants.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See item 3.4.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

See item 3.4.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

See item 3.4.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Not applicable.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Palisade acquired 2,500,000 of the common shares of the Company and 2,500,000 Warrants through a private placement financing. The total consideration paid for the Units and Warrants was \$125,000.00.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

## **Item 5 – Purpose of the Transaction**

*5.1 State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

The acquisition by Palisade of the common shares of the Company was made for investment purposes.

Palisade may increase or reduce its investment in the Company according to market conditions or other relevant factors.

## **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Not applicable.

## **Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

## **Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

## **Item 9 – Certification**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 18<sup>th</sup> day of August, 2016.

Palisade Global Investments Ltd.

“Collin Kettell”  
Collin Kettell,  
Partner & CEO,