

NEWS RELEASE

1313366 ONTARIO INC. ACQUIRES SECURITIES OF THREED CAPITAL INC.

Toronto, Ontario, December 1, 2016 – 1313366 Ontario Inc.(the “Acquirer”) announces that it has acquired ownership and control of an aggregate of 500,000 common shares (the “Subject Shares”) and 500,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of ThreeD Capital Inc. (the “Company”) on December 1, 2016. The Subject Units represented approximately 1.5% of all issued and outstanding common shares of the Company as of December 1, 2016 immediately following the transaction described above (or approximately 3% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a corresponding increase in the percentage of shares held by the Acquirer as a result of the transaction.

Immediately before the transaction described above, the Acquirer and its joint actor held an aggregate of 2,362,630 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling the Acquirer and its joint actor to acquire an additional 2,000,000 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 9.5% of the issued and outstanding common shares of the Company (or approximately 16.2% assuming exercise of such Pre-Closing Convertible Securities only). Of this total, the Acquirer held an aggregate of 2,269,400 of the Pre-Closing Shares and the 2,000,000 Pre-Closing Convertible Securities (representing approximately 9.1% of the issued and outstanding common shares of the Company, or approximately 15.8% assuming exercise of the Pre-Closing Convertible Securities only), and its joint actor held an aggregate of 93,230 of the Pre-Closing Shares (representing less than 1% of the issued and outstanding common shares of the Company).

Immediately following the transaction described above, the Acquirer and its joint actor held an aggregate of 2,862,630 common shares (the “Post-Closing Shares”) and convertible securities entitling the Acquirer and its joint actor to acquire an additional 2,500,000 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 8.8% of the issued and outstanding common shares of the Company (or approximately 15.3% assuming exercise of such Post-Closing Convertible Securities only). Of this total, the Acquirer held an aggregate of 2,769,400 of the Post-Closing Shares and the 2,500,000 Post-Closing Convertible Securities (representing approximately 8.5% of the issued and outstanding common shares of the Company, or approximately 15.1% assuming exercise of such 2,500,000 Post-Closing Convertible Securities only), and its joint actor held an aggregate of 93,230 of the Post-Closing Shares (representing less than 1% of the issued and outstanding common shares of the Company).

The Subject Units were acquired in a private placement and not through the facilities of any stock exchange. The holdings of securities of the Company by the Acquirer and its joint actor are managed for investment purposes, and the Acquirer and its joint actor could increase or decrease their investments in the Company at any time, or continue to maintain their current investment position, depending on market conditions or any other relevant factor. The aggregate consideration payable for the Subject Units was \$50,000, or \$0.10 per Subject Unit.

The trade was effected in reliance upon the exemption contained in Section 2.3 of National Instrument 45-106 on the basis that the Acquirer is an “accredited investor” as defined herein.

Additional Information

A copy of the applicable securities report filed in connection with the matters set forth above may be obtained by contacting:

1313366 Ontario Inc.
Jeff Kopman

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