

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of ThreeD Capital Inc. (the “Company”), 69 Yonge Street, Suite 1010, Toronto, Ontario, M5E 1K3. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

Sheldon Inwentash (the “Acquirer”)
69 Yonge St., Suite 1010
Toronto, ON, M5E 1K3

The transaction described in item 1 above took place on December 1, 2016, and involved the Acquirer and a joint actor of the Acquirer (Lynn Factor).

3. Interest in Securities of the Reporting Issuer

The Acquirer and his joint actor acquired ownership and control of an aggregate of 1,750,000 common shares (the “Subject Shares”) and 1,750,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company on December 1, 2016. The Subject Units represented approximately 5.4% of all issued and outstanding common shares of the Company as of December 1, 2016 immediately following the transaction described above (or approximately 10.2% 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 and his joint actor as a result of the transaction. Of these totals, 500,000 Subject Shares and 500,000 Subject Warrants were acquired by the Acquirer directly (representing 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 3.0% on a partially diluted basis, assuming exercise of the 500,000 Subject Warrants only), and 1,250,000 Subject Shares and 1,250,000 Subject Warrants were acquired by his joint actor (representing approximately 3.8% of all issued and outstanding common shares of the Company as of December 1, 2016 immediately following the transaction described above, or approximately 7.4% on a partially diluted basis, assuming exercise of the 1,250,000 Subject Warrants only), resulting in corresponding respective increases in the percentages of shares held by the Acquirer and his joint actor as a result of the transaction.

Immediately before the transaction described above, the Acquirer and his joint actor held an aggregate of 3,014,477 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling the Acquirer and his joint actor to acquire an additional 1,950,000 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 12.1% of the issued and outstanding common

shares of the Company (or approximately 18.4% assuming exercise of such Pre-Closing Convertible Securities only). Of this total, the Acquirer held an aggregate of 2,244,667 of the Pre-Closing Shares and the 1,950,000 Pre-Closing Convertible Securities (representing approximately 9.0% of the issued and outstanding common shares of the Company, or approximately 15.6% assuming exercise of the Pre-Closing Convertible Securities only), and his joint actor held an aggregate of 769,800 of the Pre-Closing Shares (representing approximately 3.1% of the issued and outstanding common shares of the Company).

Immediately following the transaction described above, the Acquirer and his joint actor held an aggregate of 4,764,477 common shares (the “Post-Closing Shares”) and convertible securities entitling the Acquirer and his joint actor to acquire an additional 3,700,000 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 14.7% of the issued and outstanding common shares of the Company (or approximately 23.4% assuming exercise of such Post-Closing Convertible Securities only). Of this total, the Acquirer held an aggregate of 2,744,677 of the Post-Closing Shares and 2,450,000 of the Post-Closing Convertible Securities (representing approximately 8.5% of the issued and outstanding common shares of the Company, or approximately 14.9% assuming exercise of such 2,450,000 Post-Closing Convertible Securities only), and his joint actor held an aggregate of 2,019,800 of the Post-Closing Shares and 1,250,000 of the Post-Closing Convertible Securities (representing approximately 6.2% of the issued and outstanding common shares of the Company, or approximately 9.7% assuming exercise of such 1,250,000 Post-Closing Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$175,000, or \$0.10 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by the Acquirer and his joint actor are managed for investment purposes. The Acquirer and his joint actor may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Units were acquired in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that each of the Acquirer and his joint actor is a “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 1st day of December, 2016

“Sheldon Inwentash”

Sheldon Inwentash