

NEWS RELEASE

1313366 ONTARIO INC. ACQUIRES SECURITIES OF THREED CAPITAL INC.

Toronto, Ontario, February 21, 2017 – 1313366 Ontario Inc.(the “Acquirer”) announces that it has acquired ownership and control of an aggregate of 1,500,000 common shares (the “Subject Shares”) and 1,500,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of ThreeD Capital Inc. (the “Company”) on February 21, 2017. The Subject Units represented approximately 3.8% of all issued and outstanding common shares of the Company as of February 21, 2017 immediately following the transaction described above (or approximately 7.4% 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 held an aggregate of 500,000 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 2,500,000 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 1.4% of the issued and outstanding common shares of the Company (or approximately 8.1% assuming exercise of such Pre-Closing Convertible Securities only).

Immediately following the transaction described above, the Acquirer held an aggregate of 2,000,000 common shares (the “Post-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 4,000,000 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 5.1% of the issued and outstanding common shares of the Company (or approximately 13.9% assuming exercise of such Post-Closing Convertible Securities only).

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 are managed for investment purposes, and the Acquirer could increase or decrease its investments in the Company at any time, or continue to maintain its current investment position, depending on market conditions or any other relevant factor. The aggregate consideration payable for the Subject Units was \$195,000, or \$0.13 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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