Interim Condensed Consolidated Financial Statements of

ThreeD
Capital

(Formerly Brownstone Energy Inc.)

December 31, 2016
(Unaudited - prepared in Canadian dollars)

Contents

Interim Condensed Consolidated Financial Statements:

Notice to reader pursuant to National Instrument 51-102 – Continuous Disclosure Obligations

Under National Instrument 51-102 – Continuous Disclosure Obligations, if an auditor has not performed a review of a reporting issuer's interim financial statements, the financial statements must be accompanied by a notice indicating that they have not been reviewed by an auditor.

The Company's independent auditor has not performed a review of these interim condensed consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

THREED CAPITAL INC.
(Formerly Brownstone Energy Inc.)
Consolidated Statement of Financial Position
As at December 31, 2016 and June 30, 2016
(Unaudited - prepared in Canadian dollars)

	Notes		December 31, 2016		June 30, 2016
Assets					
Current					
Cash	4	**$**	**97,584**	$	22,018
Due from brokers			**75,384**		-
Prepaids and receivables	4, 6(c)		**202,356**		68,526
Investments, at fair value	3		**1,294,054**		1,957,007
			1,669,378		2,047,551
Property, plant and equipment			**20,334**		17,593
Exploration and evaluation assets	5		**-**		3
		$	**1,689,712**	$	2,065,147
Liabilities and Equity					
Current					
Accounts payable and accrued liabilities	4, 6(a)	**$**	**157,326**	$	334,443
Due to brokers	4		**-**		561,653
			157,326		896,096
Equity					
Share capital	7(a)		**97,694,778**		96,597,845
Contributed surplus	7(c)		**24,554,508**		24,554,508
Warrants	7(a, d)		**368,041**		-
Foreign currency translation reserve			**838,772**		839,332
Deficit			**(121,923,713)**		(120,822,634)
			1,532,386		1,169,051
		$	**1,689,712**	$	2,065,147

Going concern uncertainty	1
Contingent liability	13

See accompanying notes to the consolidated financial statements.

THREED CAPITAL INC.

(Formerly Brownstone Energy Inc.)
Consolidated Statement of Loss and Comprehensive Loss
Three And Six Months Ended December 31,
(Unaudited - prepared in Canadian dollars)

	Notes	Three Months Ended 2016	Three Months Ended 2015	Six Months Ended 2016	Six Months Ended 2015
Net investment losses					
Net realized losses on disposal of investments		**$ (4,695,619)**	$ (2,616,791)	**$ (4,774,356)**	$ (5,933,158)
Net change in unrealized gains on investments		**4,296,532**	1,588,839	**4,157,113**	653,541
		$ (399,087)	$ (1,027,952)	**(617,243)**	(5,279,617)
Interest and other income	5	**10,339**	12,029	**10,339**	24,134
		(388,748)	(1,015,923)	**(606,904)**	(5,255,483)
Expenses					
Operating, general and administrative	6, 9	**250,024**	228,319	**480,576**	542,435
Finance expenses	10	**4,409**	9,529	**13,599**	28,723
		254,433	237,848	**494,175**	571,158
Loss before income taxes		**(643,181)**	(1,253,771)	**(1,101,079)**	(5,826,641)
Income tax expense		**-**	-	**-**	-
Net loss for the period		**$ (643,181)**	$ (1,253,771)	**(1,101,079)**	(5,826,641)
Other comprehensive loss					
Exchange differences on translation of foreign operations		**(416)**	(557)	**(560)**	(5,887)
Total comprehensive loss for the period		**$ (643,597)**	$ (1,254,328)	**$ (1,101,639)**	$ (5,832,528)
Loss per common share based on net loss for the period	7(e)				
Basic and diluted		**$ (0.02)**	$ (0.10)	**$ (0.05)**	$ (0.45)
Weighted average number of common shares outstanding	7(e)				
Basic and diluted		**27,800,056**	12,979,404	**23,259,295**	12,979,404

See accompanying notes to the consolidated financial statements.

THREED CAPITAL INC.

(Formerly Brownstone Energy Inc.)

Consolidated Statement of Changes in Equity

Six Months Ended December 31, 2016 and 2015

(Unaudited - prepared in Canadian dollars)

	Notes	Number of shares	Share capital	Warrants	Contributed surplus	Foreign currency translation reserve	Deficit	Total equity
Balance as at June 30, 2015		12,979,404	$ 96,597,845	$ -	$ 24,554,508	$ 620,108	$ (113,292,673)	$ 8,479,788
Net loss for the period		-	-	-	-	-	(5,826,641)	(5,826,641)
Exchange differences on translation of foreign operations		-	-	-	-	(5,887)	-	(5,887)
Total comprehensive loss for the period		-	-	-	-	(5,887)	(5,826,641)	(5,832,528)
Balance as at December 31, 2015		12,979,404	$ 96,597,845	$ -	$ 24,554,508	$ 614,221	$ (119,119,314)	$ 2,647,260
Balance as at June 30, 2016		12,979,404	$ 96,597,845	$ -	$ 24,554,508	$ 839,332	$ (120,822,634)	$ 1,169,051
Net loss for the period		**-**	**-**	**-**	**-**	**-**	**(1,101,079)**	**(1,101,079)**
Exchange differences on translation of foreign operations		**-**	**-**	**-**	**-**	**(560)**	**-**	**(560)**
Total comprehensive loss for the period		**-**	**-**	**-**	**-**	**(560)**	**(1,101,079)**	**(1,101,639)**
Issued pursuant to private placements, net	7(a)	**21,000,000**	**1,096,933**	**368,041**	**-**	**-**	**-**	**1,464,974**
Balance as at December 31, 2016		**33,979,404**	**$ 97,694,778**	**$ 368,041**	**$ 24,554,508**	**$ 838,772**	**$ (121,923,713)**	**$ 1,532,386**

See accompanying notes to the consolidated financial statements.

THREED CAPITAL INC.

(Formerly Brownstone Energy Inc.)
Consolidated Statement of Cash Flows
Six Months Ended December 31,
(Unaudited - prepared in Canadian dollars)

	Notes	2016	2015
Cash flows used in operating activities			
Net loss for the period		$ (1,101,079)	$ (5,826,641)
Items not affecting cash			
Net realized losses on disposal of investments		4,774,356	5,933,158
Net change in unrealized gains on investments		(4,157,113)	(653,541)
Gain on sale of exploration and evaluation assets		(9,997)	-
Depreciation		1,935	1,950
		(491,898)	(545,074)
Changes in non-cash working capital balances			
Proceeds on disposal of investments		1,465,413	8,515,849
Purchases of investments		(1,419,703)	(10,868,623)
Decrease in prepaids and receivables		(133,830)	(1,187)
Decrease (increase) in due from brokers		(75,384)	588,513
Decrease in accounts payable and accrued liabilities		(177,117)	(184,262)
Increase in due to brokers		(561,653)	-
		(1,394,172)	(2,494,784)
Cash flows from financing activities			
Proceeds pursuant to private placement financing, net	7(a)	1,464,974	-
		1,464,974	-
Cash flows used in investing activities			
Expenditures on exploration and evaluation assets, net		-	(11,000)
Proceeds on sale of exploration and evaluation assets	5	10,000	-
Purchase of property, plant and equipment		(4,676)	(3,381)
		5,324	(14,381)
Net decrease in cash during the period		76,126	(2,509,165)
Exchange rate changes on foreign currency cash balances		(560)	(5,887)
Cash, beginning of period		22,018	2,579,139
Cash, end of period		$ 97,584	$ 64,087
Supplemental cash flow information			
Income taxes paid		$ -	$ -
Finance expense paid		13,599	28,723

See accompanying notes to the consolidated financial statements.

1. Nature of business and going concern uncertainty:

On June 27, 2016, Brownstone Energy Inc. changed its name to ThreeD Capital Inc. ("ThreeD" or the "Company") and consolidated its issued and outstanding common shares on the basis of one new common for every 10 existing common shares. All figures and comparative figures reflect the stock consolidation, retroactively. The Company was continued under the Canada Business Corporations Act on December 1, 2011 and its common shares are publicly-traded on the Canadian Securities Exchange under the symbol "IDK". The Company is domiciled in the Province of Ontario and its head office is located at 69 Yonge St., Suite 1010, Toronto, Ontario, Canada. ThreeD is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources, technology and biotechnology markets.

These interim condensed consolidated financial statements ("interim consolidated statements") were approved for issuance by the Company's board of directors on February 23, 2017.

These consolidated financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The Company has incurred a loss for the six months ended December 31, 2016 of $1,101,079 (six months ended December 31, 2015 - $5,826,641) and has an accumulated deficit of $121,923,713 (June 30, 2016 - $120,822,634). The Company is a junior venture capital firm and is subject to risks and challenges similar to other companies in a comparable stage. These risks include, but are not limited to, dependence on key individuals, investment risks, market risks, illiquid securities and the ability to maintain adequate cash flows, exchange rate fluctuations and continuing as a going concern. Cash on hand is currently not adequate to cover expected expenditures for the 12-month period ended December 31, 2017 and therefore the Company will be required to secure additional funding and/or sell some investments, some of which are not readily convertible to cash.

These challenges and the continued cumulative operating losses cast significant doubt on the Company's ability to continue as a going concern. These consolidated statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern. Such adjustments can be material.

2. Basis of preparation:

(a) Statement of compliance:

These interim consolidated statements are unaudited and have been prepared on a condensed basis in accordance with International Accounting Standard 34, *Interim Financial Reporting*, issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee using accounting policies consistent with International Financial Reporting Standards ("IFRS").

2. Basis of preparation (continued):

These interim consolidated statements for the three and six months ended December 31, 2016 and 2015 should be read together with the annual consolidated financial statements as at and for the year ended June 30, 2016. The same accounting policies and methods of computation were followed in the preparation of these interim consolidated statements as were followed in the preparation of and as described in note 3 of the annual consolidated financial statements as at and for the year ended June 30, 2016, except as follows:

(i) IAS 16, *Property, Plant and Equipment* ("IAS 16") and IAS 38, *Intangible Assets* ("IAS 38") - On July 1, 2016, the Company implemented amendments to IAS 16 and IAS 38, which eliminated the use of a revenue-based depreciation method for items of property, plant and equipment and eliminated the use of a revenue-based amortization model for intangible assets except in certain specific circumstances. The implementation of amendments to IAS 16 and IAS 38 had no impact to the Company's interim consolidated statements for the three and six months ended December 31, 2016.

(b) Basis of presentation:

These interim consolidated statements have been prepared using the historical cost convention except for certain financial instruments which have been measured at fair value. All monetary references expressed in these notes are references to Canadian dollar amounts ("$").

(c) Basis of consolidation:

These interim consolidated statements include the financial statements of ThreeD and its wholly-owned subsidiaries: Brownstone Ventures (Barbados) Inc., Brownstone Comercializadora de Petroleo Ltda., and 2121197 Ontario Ltd.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All inter-company account balances and transactions have been eliminated upon consolidation.

(d) Critical accounting judgments, estimates and assumptions:

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the interim consolidated statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2. Basis of preparation (continued):

Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of estimation uncertainty and judgment considered by management in preparing the interim consolidated statements were the same as those in the preparation of the annual financial statements as at and for the year ended June 30, 2016.

3. Investments at fair value and financial instruments hierarchy:

(a) Determination of investments' fair values:

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the consolidated financial statements.

The Company is also required to disclose details of its investments (and other financial assets and liabilities for which fair value is measured or disclosed in the financial statements) within three hierarchy levels (Level 1, 2, or 3) based on the transparency of inputs used in measuring or disclosing the fair value, and to provide additional disclosure in connection therewith.

1. Publicly-traded investments (i.e., securities of issuers that are public companies):

   a. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the consolidated statement of financial position date or the closing trade price on the last day the security traded if there were no trades at the consolidated statement of financial position date. These are included in Level 1.

   b. Securities which are traded on a recognized securities exchange but which are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value to a maximum of 10%. In determining the discount for such investments, the Company considers the nature and length of the restriction. These are included in Level 2.

   c. For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the warrants and options are valued at intrinsic value, which is equal to the higher of the closing trade price at the consolidated statement of financial position date of the underlying security less the exercise price of the warrant or option, and zero. These are included in Level 2.

(Unaudited - prepared in Canadian dollars)

3. Investments at fair value and financial instruments hierarchy (continued):

2. Private company investments (securities of issuers that are not public companies):

   All privately-held investments (other than options and warrants) are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more valuation indicators. These are included in Level 3. Options and warrants of private companies are carried at their intrinsic value.

(b) The fair value and cost of investments are as follows:

	Fair Value	Cost
December 31, 2016	**$ 1,294,054**	**$ 3,620,404**
June 30, 2016	1,957,007	8,440,470

(c) Financial instruments hierarchy:

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

For financial instruments that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The following table presents the Company's financial instruments, measured at fair value and categorized into levels of the fair value hierarchy on the consolidated statements of financial position as at December 31, 2016 and June 30, 2016:

Investments, at fair value	Level 1 Quoted market price	Level 2 Valuation technique – observable market inputs	Level 3 Valuation technique – non-observable market inputs	Total
December 31, 2016	**$ 69,125**	**$ 824,929**	**$ 400,000**	**$ 1,294,054**
June 30, 2016	1,692,007	-	265,000	1,957,007

There were no transfers between Levels during the three and six months ended December 31, 2016. In November 2015, the Company transferred $303,123 from Level 2 (which was recorded at September 30, 2015) to Level 1 when the investment in Level 2 became unrestricted. There were no other transfers between Levels for the year ended June 30, 2016.

(Unaudited - prepared in Canadian dollars)

3. Investments at fair value and financial instruments hierarchy (continued):

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 for the six months ended December 31, 2016 and year ended June 30, 2016. These financial instruments are measured at fair value utilizing non-observable market inputs based on specific company information and general market conditions. The net change in unrealized losses are recognized in the consolidated statements of comprehensive loss.

	Opening balance at July 1,	Purchases	Net unrealized losses	Net transfer out of Level 3	Ending balance
December 31, 2016	**$ 265,000**	**$ 27**	**$ 134,973**	**$ -**	**$ 400,000**
June 30, 2016	200,000	427,501	(362,501)	-	265,000

Significant unobservable inputs used in the fair value measurement of Level 3 investments were:

Description	**Fair value at December 31, 2016**	**Valuation technique**	**Unobservable input**	**% of Investments**	**Sensitivity to changes in significant unobservable inputs (%)**
Unlisted private equities	**$ 400,000**	Grey market activity	Last transaction price and market adjustment (no change)	**30.9**	Additional grey market activity
	$ 400,000			**30.9**	

Description	Fair value at June 30, 2016	Valuation technique	Unobservable input	% of Investments	Sensitivity to changes in significant unobservable inputs (%)
Unlisted private equities	$ 135,000	Grey market activity	New investment during the period	6.9	Additional grey market activity
Unlisted private equities	30,000	Grey market activity	New transaction price	1.5	Additional grey market activity
Unlisted private equities	100,000	Trends in comparable publicly traded companies	Adjustment rate (40%)	5.1	The estimated fair value would increase if the discount for lack of marketability were lower
	$ 265,000			13.5	

(Unaudited - prepared in Canadian dollars)

3. Investments at fair value and financial instruments hierarchy (continued):

For these investments valued based on trends in comparable publicly traded companies, general market conditions and specific company information, the inputs used can be highly judgmental. A +/- 25% change on the fair value of these investments will result in a corresponding +/- $100,000 (June 30, 2016 - $25,000) change in the total fair value of the investments. While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different terms and circumstances. The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of this investment.

Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of this investment. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

4. Financial assets and (liabilities) other than investments at fair value:

Financial assets and liabilities other than investments at fair value are as follows as at December 31, 2016 and June 30, 2016:

	December 31, 2016	June 30, 2016
Cash	**$ 97,584**	$ 22,018
Due from brokers	**75,384**	-
Receivables	**125,083**	21,653
Accounts payable and accrued liabilities	**(157,326)**	(334,443)
Due to brokers	**-**	(561,653)
	$ 140,725	$ (852,425)

The carrying values of cash, due from brokers, receivables, accounts payable and accrued liabilities, and due to brokers approximate their fair values due to the short term to maturity for these instruments. Except for cash (Level 1), all are categorized in Level 2.

5. Exploration and evaluation assets:

All of the Company's exploration and evaluation activities are conducted jointly with others. The Company enters into exploration agreements with other parties, pursuant to which the Company may earn and maintain interests in the underlying exploration and evaluation assets by issuing common shares and/or making cash payments and/or incurring expenditures in varying amounts by varying dates. Failure by the Company to issue such shares, make such cash payments or incur such expenditures can result in a reduction or loss of the Company's interests.

(Unaudited - prepared in Canadian dollars)

5. Exploration and evaluation assets (continued):

As June 30, 2016, the Company has a 50% interest in the exploration licenses of the Rimouski and Rimouski North properties in the St. Laurent Lowlands, Quebec. The Company is required to fund its share of the costs incurred on the properties. In December 2016, the Company sold its 50% interest in the exploration licenses of the Rimouski and Rimouski North properties for gross proceeds of $10,000. Included in the consolidated statement of loss and comprehensive loss for the six months ended December 31, 2016 is other income of $9,997 on the sale of the exploration licenses.

6. Related party transactions:

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(a) Compensation to key management personnel and directors during the three and six months ended December 31 were as follows:

	Three months ended December 31,		Six months ended December 31,	
Type of expense	**2016**	2015	**2016**	2015
Salaries and consulting fees	**$ 107,250**	$ 107,250	**$ 214,500**	$ 214,500
Other short-term benefits	**3,873**	3,342	**5,100**	6,524
Stock-based compensation expense	**-**	-	**-**	-
	$ 111,123	$ 110,592	**$ 219,600**	$ 221,024

Key management personnel are the Chairman/Chief Executive Officer ("CEO") and Chief Financial Officer/Corporate Secretary ("CFO").

(b) As at December 31, 2016, included in accounts payable and accrued liabilities is $62,150 (June 30, 2016 - $234,616) relating to consulting fees due to the CFO (June 30, 2016 – CEO and CFO).

(c) As at December 31, 2016, included in prepaids and receivables is $24,860 (June 30, 2016 – nil) relating to consulting fees paid in advance to the CEO.

(d) The CEO and CFO subscribed for 2,700,000 units for gross proceeds of $135,000 pursuant to the private placement in August 2016 (Note 7(a)).

Related parties (CEO and directors of the Company) subscribed for 1,500,000 units for gross proceeds of $50,000 pursuant to the first tranche of the private placement in December 2016 (Note 7(a)).

The CEO subscribed for 250,000 units for gross proceeds of $25,000 pursuant to the final tranche of the private placement in December 2016 (Note 7(a)).

(Unaudited - prepared in Canadian dollars)

7. Equity:

(a) Authorized: unlimited number of common shares (no par value).

On August 17, 2016, the Company completed a non-brokered private placement financing raising gross proceeds of $600,000 through the issuance and sale of 12,000,000 units at a price of $0.05 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.10 per share on or before August 17, 2019. The Company paid expenses totaling $8,894 relating to the August 2016 financing which have not been tax effected.

On December 1, 2016, the Company completed the first tranche of a non-brokered private placement financing raising gross proceeds of $750,000 through the issuance and sale of 7,500,000 units at a price of $0.10 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.15 per share on or before December 1, 2019. On December 8, 2016, the Company completed the final tranche of a non-brokered private placement financing raising gross proceeds of $150,000 through the issuance and sale of 1,500,000 units at a price of $0.10 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.15 per share on or before December 8, 2019. The Company paid $6,000 in finders fees relating to the final tranche and expenses totaling $20,132 relating to the December 2016 financings which have not been tax effected.

The purchase warrants issued during the six months ended December 31, 2016 were valued using the Black-Scholes option pricing model with the following assumptions (Note 7(d)):

Black-Scholes option valuation model assumptions used:	**August 17, 2016**	**December 1, 2016**	**December 8, 2016**
Expected volatility	112.66%	112.66%	112.66%
Expected dividend yield	0.0%	0.0%	0.0%
Risk-free interest rate	0.57%	0.81%	0.78%
Expected option life in years	3	3	3
Fair value per warrant issued net of share issuance costs	$ 0.012	$ 0.026	$ 0.024

The expected volatility is based on the average historical volatility over the life of the warrants at the Company's share price. The Company has not paid any cash dividends historically and has no plans to pay cash dividends in the foreseeable future. The risk-free interest rate is based on the yield of Canadian Benchmark Bonds with equivalent terms. The expected warrant life in years represents the period of time that the warrants are expected to be outstanding based on historical warrants issued. The total value (net of share issuance costs) assigned to the purchase warrants was $368,041.

(Unaudited - prepared in Canadian dollars)

7. Equity (continued):

(b) Stock options:

There were no options granted during the six months ended December 31, 2016. A summary of the status of the Company's stock options as at December 31, 2016 and June 30, 2016 and changes during the periods then ended is presented below:

	December 31, 2016			June 30, 2016		
Stock options	**# of options**	**Weighted average exercise price**		# of options	Weighted average exercise price	
Outstanding, at beginning of period	**399,000**	**$**	**2.12**	705,500	$	3.80
Expired	**(120,000)**		**4.00**	(306,500)		5.99
Outstanding, at end of period	**279,000**	**$**	**1.32**	399,000	$	2.12
Exercisable, at end of period	**279,000**	**$**	**1.32**	399,000	$	2.12

The following table summarizes information about stock options outstanding and exercisable as at December 31, 2016:

Number of options outstanding	**Number of options exercisable**	**Exercise price**		**Expiry date**
126,500	**126,500**	**$**	**1.70**	November 28, 2017
152,500	**152,500**		**1.00**	September 9, 2018
279,000	**279,000**			

(c) Contributed surplus comprised the following as at December 31, 2016 and June 30, 2016:

	December 31, 2016		June 30, 2016	
Stock-based compensation	**$**	**10,111,924**	$	10,111,924
Expired warrants and broker warrants		**14,416,320**		14,416,320
Cancellation of common shares under normal course issuer bid		**20,639**		20,639
Value of cancelled escrowed shares		**5,625**		5,625
	$	**24,554,508**	$	24,554,508

(d) A summary of the status of the Company's warrants as at December 31, 2016 and June 30, 2016 and the changes during the periods then ended are as follows:

	December 31, 2016			June 30, 2016		
Warrants	**# of warrants**	**Weighted average exercise price**		# of warrants	Weighted average exercise price	
Outstanding, at beginning of period	**-**	**$**	**-**	-	$	-
Issued	**21,000,000**		**0.12**	-		-
Outstanding, at end of period	**21,000,000**	**$**	**0.12**	-	$	-

(Unaudited - prepared in Canadian dollars)

7. Equity (continued):

The following table summarizes information about warrants outstanding as at December 31, 2016:

Number of warrants	Exercise price	Expiry date	Warrant value ($)
12,000,000	$ 0.10	August 17, 2019	$ 139,087
7,500,000	0.15	December 1, 2019	192,105
1,500,000	0.15	December 8, 2019	36,849
21,000,000			$ 368,041

(e) Basic and diluted loss per common share based on loss for the three and six months ended December 31:

	Three months ended December 31,		Six months ended December 31,	
Numerator:	**2016**	2015	**2016**	2015
Net loss for the period	**$ (643,181)**	$ (1,253,771)	**$ (1,101,079)**	$ (5,826,641)

	Three months ended December 31,		Six months ended December 31,	
Denominator:	**2016**	2015	**2016**	2015
Weighted average number of common shares outstanding - basic	**27,800,056**	12,979,404	**23,259,295**	12,979,404
Weighted average effect of diluted stock options and warrants (i)	**-**	-	**-**	-
Weighted average number of common shares outstanding – diluted	**27,800,056**	12,979,404	**23,259,295**	12,979,404

Loss per common share based on net loss for the period:	Three months ended December 31,		Six months ended December 31,	
	2016	2015	**2016**	2015
Basic and diluted	**$ (0.02)**	$ (0.10)	**$ (0.05)**	$ (0.45)

(i) The determination of the weighted average number of common shares outstanding – diluted excludes 21,279,000 shares related to stock options and warrants that were anti-dilutive for the three and six months ended December 31, 2016 (three and six months ended December 31, 2015 – 628,000 shares).

(Unaudited - prepared in Canadian dollars)

7. Equity (continued):

(f) Maximum share dilution:

The following table presents the maximum number of shares that would be outstanding if all outstanding stock options and warrants were exercised as at December 31, 2016 and June 30, 2016:

	December 31, 2016	June 30, 2016
Common shares outstanding	**33,979,404**	12,979,404
Stock options to purchase common shares	**279,000**	628,000
Warrants to purchase common shares	**21,000,000**	-
Fully diluted common shares outstanding	**55,258,404**	13,607,404

8. Segmented information:

Reportable segments are defined as components of an enterprise about which separate financial information is available, that are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company's operations primarily relate to investing. The Company's management is responsible for the Company's entire investment portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy and the performance is evaluated on an overall basis.

All of the Company property, plant and equipment are located in Canada and no segmented information has been disclosed as at and for the three and six months ended December 31, 2016 and 2015.

9. Expenses by nature:

Included in operating, general, and administrative expenses for the three and six months ended December 31 are as follows:

	Three months ended December 31,		**Six months ended December 31,**	
	2016	2015	**2016**	2015
Salaries and consulting fees	**$ 164,065**	$ 163,588	**$ 339,565**	$ 326,697
Transaction costs	**21,478**	21,297	**25,592**	82,163
Operating lease payments	**21,269**	20,719	**42,539**	41,724
Other office and general	**15,971**	20,280	**30,800**	41,318
Shareholder relations, transfer agent and filing fees	**8,381**	20,681	**12,487**	23,914
Professional fees	**4,752**	16,369	**6,145**	15,425
Other employment benefits	**5,364**	6,156	**9,639**	12,467
Travel and promotion	**1,880**	1,971	**3,142**	4,739
Exploration and evaluation expenses	**-**	(16,515)	**-**	1,749
Foreign exchange loss (gain)	**6,864**	(26,227)	**10,667**	(7,761)
	$ 250,024	$ 228,319	**$ 480,576**	$ 542,435

(Unaudited - prepared in Canadian dollars)

10. Finance expenses:

Finance expenses for the three and six months ended December 31, 2016 and 2015 primarily consisted of interest expense from margin borrowings.

11. Management of capital:

There were no changes in the Company's approach to capital management during the three months ended December 31, 2016. The Company's capital includes equity comprised of share capital, contributed surplus, warrants, foreign currency translation reserve, and deficit. To date, the Company has not declared any cash dividends to its shareholders as part of its capital management program. The Company's current capital resources are sufficient to discharge its current liabilities as at December 31, 2016.

12. Risk management:

The investment operations of ThreeD's business involve the purchase and sale of securities and, accordingly, a portion of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including market, credit, and liquidity risks. A discussion of the Company's use of financial instruments and their associated risks is provided below.

(a) Market risk:

There were no changes in the way the Company manages market risk during the three and six months ended December 31, 2016. As at December 31, 2016 and June 30, 2016, the Company held some U.S. denominated investments and therefore market risk also includes currency risk. The Company manages market risk by having a portfolio which is not singularly exposed to any one issuer or class/sector of issuers.

The following table shows the estimated sensitivity of the Company's after-tax net loss for the three and six months ended December 31, 2016 from a change in the closing trade price of the Company's investments with all other variables held constant as at December 31, 2016:

Percentage of change in closing trade price	**Decrease in net after-tax loss from % increase in closing trade price**	**Increase in net after-tax loss from % decrease in closing trade price**
2%	**$ 22,452**	**$ (22,452)**
4%	**44,904**	**(44,904)**
6%	**67,356**	**(67,356)**
8%	**89,807**	**(89,807)**
10%	**112,259**	**(112,259)**

12. Risk management (continued):

The following table shows the estimated sensitivity of the Company's after-tax net loss for the three and six months ended December 31, 2015 from a change in the closing trade price of the Company's investments with all other variables held constant as at December 31, 2015:

Percentage of change in closing trade price	Decrease in net after-tax loss from % increase in closing trade price	Increase in net after-tax loss from % decrease in closing trade price
2%	$ 43,800	$ (43,800)
4%	87,600	(87,600)
6%	131,399	(131,399)
8%	175,199	(175,199)
10%	219,000	(219,000)

(b) Currency risk:

The Company presently holds funds in Canadian dollars but a significant amount of its due from broker and costs are denominated in U.S. dollars. The Company does not engage in any hedging activities to mitigate its foreign exchange risk. A change in the foreign exchange rate of the Canadian dollar versus another currency may increase or decrease the value of the Company's financial instruments. The Company does not hedge its foreign currency exposure.

The following assets and liabilities (excluding investments) were denominated in U.S. dollars:

	December 31, 2016	June 30, 2016
Denominated in U.S. dollars:		
Cash	$ 4,065	**$ 4,476**
Due from brokers	89,704	**-**
Accounts payable and accrued liabilities	(28,451)	**(26,396)**
Due to brokers	-	**(453,204)**
Net assets denominated in U.S. dollars	65,318	**(475,124)**

12. Risk management (continued):

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the three and six months ended December 31, 2016 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at December 31, 2016:

Percentage change in U.S. dollar exchange rate	**Decrease in total comprehensive loss from an increase in % in the U.S. dollar exchange rate**	**Increase in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate**
2%	**$ 960**	**$ (960)**
4%	**1,920**	**(1,920)**
6%	**2,881**	**(2,881)**
8%	**3,841**	**(3,841)**
10%	**4,801**	**(4,801)**

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the year ended June 30, 2016 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at June 30, 2016:

Percentage change in U.S. dollar exchange rate	Increase in total comprehensive loss from an increase in % in the U.S. dollar exchange rate	Decrease in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate
2%	$ (6,984)	$ 6,984
4%	(13,969)	13,969
6%	(20,953)	20,953
8%	(27,937)	27,937
10%	(34,922)	34,922

13. Contingent liability:

In April 2006, the Company entered into a farm-in agreement with Canoro Resources Ltd. ("Canoro"), whereby it acquired a 15% interest in block AA-ONN-2003/2, in Arunachal Pradesh, northwest India. During 2009, the parties completed the interpretation of the 3-D seismic program. The consortium partners in the block are: ThreeD - 15%, Canoro - 15%, National Thermal Power Corporation - 40%, and Geopetrol International Inc. - 30%.

On April 8, 2010, the Production Sharing Contract (the "PSC") with the Government of India, through the Directorate General of Hydrocarbons (the "DGH") expired and as a result, the DGH called the Company's letter of guarantee totaling US$1,395,000 issued by Royal Bank of Canada ("RBC"). The DGH's position is that the Company and its partners failed to meet certain terms of the PSC governing their commitments on exploration block AA-ONN-2003/2. The Company and its partners have disputed certain terms of the PSC, including its expiry on the basis of force majeure. As at June 30, 2010, the Company wrote-off all of its oil and gas properties and related expenditures in India.

13. Contingent liability (continued):

In January 2015, the Company received notice from the DGH that it denied the request for non-levy of the cost of the unfinished PSC and demanded payment of the outstanding balance of US$14,054,284 (ThreeD's share – US$1,423,510). The Company considers the claim to be completely without merit and will defend itself vigorously. No provision has been made for the claim in the consolidated statement of financial position as at December 31, 2016.

14. Future accounting changes:

IFRS accounting standards, interpretations and amendments to existing IFRS accounting standards that were not yet effective as at June 30, 2016, are described in Note 17 to the annual consolidated financial statements as at and for the year ended June 30, 2016. The Company is currently assessing what impact the application of those standards or amendments will have on the consolidated financial statements of the Company. The Company intends to adopt the standards, if applicable, when the standards become effective. There have been no other changes to existing IFRS accounting standards and interpretations since June 30, 2016 that are expected to have a material effect on the Company's interim consolidated statements.

15. Subsequent events:

(a) Subsequent to December 31, 2016, 550,000 warrants exercisable at $0.10 per share expiring on August 17, 2019 were exercised, raising gross proceeds of $55,000.

(b) Subsequent to December 31, 2016, the Company granted 3,173,000 options to directors, officers, employees, and consultants of the Company at an exercise price of $0.15 per share expiring on April 16, 2022.

(c) Subsequent to December 31, 2016, the Company completed a non-brokered private placement financing raising gross proceeds of $617,890 through the issuance and sale of 4,753,000 units at a price of $0.13 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.20 per share on or before February 21, 2020.