

THREED CAPITAL INC.

Suite 401
130 Spadina Avenue
Toronto, ON M5V 2L4

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of ThreeD Capital Inc. (the “**Company**”) will be held at 130 Spadina Avenue, Suite 401, Toronto, Ontario M5V 2L4, on Thursday, March 28, 2019 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for its fiscal year ended June 30, 2018 and the report of the auditors thereon;
2. to elect directors;
3. to appoint MNP LLP, Chartered Accountants, as auditors of the Company, and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass an ordinary resolution re-approving the Company’s stock option plan, as more fully described in the management information circular of the Company dated February 11, 2019 in respect of the Meeting, which accompanies this notice of meeting (the “**Information Circular**”);
5. to consider and, if thought fit, pass a special resolution authorizing and approving an amendment to the Company’s Articles to consolidate the common shares of the Company on the basis of one “new” share for up to every three “old” shares, all as more particularly described in the Information Circular; and
5. to transact such other business as may properly come before the Meeting.

Shareholders who are entitled to vote at the Meeting, but who do not expect to be present at the Meeting, are encouraged to complete, sign and return the enclosed form of proxy. The directors have fixed the hour of 11:00 a.m. (Toronto time) on March 26, 2019 or, if the Meeting is adjourned or postponed, on the day that is two business days preceding the adjournment or postponement, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Company, c/o TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1.

If you are a non-registered shareholder of the Company, either a proxy form or a voting instruction form has been included in your meeting materials. Please complete and return the form in accordance with the instructions provided on it. The section of the Information Circular entitled “*Non-Registered Holders*” provides additional information for non-registered shareholders.

DATED this 11th day of February, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Sheldon Inwentash"
Chief Executive Officer