

NEWS RELEASE

SHELDON INWENTASH AND HIS JOINT ACTOR ACQUIRES SECURITIES OF THREED CAPITAL INC.

Toronto, Ontario, May 31, 2019 – Sheldon Inwentash (“Inwentash”) announces that he and his joint actor (the “Joint Actor”) has acquired ownership and control of an aggregate of 2,300,000 common shares (the “Subject Shares”) and 2,300,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of ThreeD Capital Inc. (the “Company”) on May 31, 2019. The Subject Units represented approximately 3.7% of all issued and outstanding common shares of the Company as of May 31, 2019 immediately following the transaction described above (or approximately 7.1% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a corresponding increase in the percentage of shares held by Inwentash and the Joint Actor as a result of the transaction.

Immediately before the transaction described above, Inwentash and the Joint Actor held an aggregate of 5,381,335 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling Inwentash and the Joint Actor to acquire an additional 10,537,216 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 10.9% of the issued and outstanding common shares of the Company (or approximately 26.5% assuming exercise of such Pre-Closing Convertible Securities only). Of this total, Inwentash held an aggregate of 4,881,335 of the Pre-Closing Shares and 6,722,217 of the Pre-Closing Convertible Securities (representing approximately 9.8% of the issued and outstanding common shares of the Company, or approximately 20.6% assuming exercise of such Pre-Closing Convertible Securities only), and the Joint Actor held an aggregate of 500,000 of the Pre-Closing Shares and 3,814,999 of the Pre-Closing Convertible Securities (representing approximately 1.0% 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, Inwentash and the Joint Actor held an aggregate of 7,681,335 common shares (the “Post-Closing Shares”) and convertible securities entitling Inwentash and the Joint Actor to acquire an additional 12,837,216 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 12.3% of the issued and outstanding common shares of the Company (or approximately 27.3% assuming exercise of such Post-Closing Convertible Securities only). Of this total, Inwentash held an aggregate of 6,031,335 of the Post-Closing Shares and 7,872,217 of the Post-Closing Convertible Securities (representing approximately 9.7% of the issued and outstanding common shares of the Company, or approximately 19.8% assuming exercise of such Post-Closing Convertible Securities only), and the Joint Actor held an aggregate of 1,650,000 of the Post-Closing Shares and 4,964,999 of the Post-Closing Convertible Securities (representing approximately 2.6% of the issued and outstanding common shares of the Company, or approximately 9.8% 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 Inwentash and the Joint Actor are managed for investment purposes, and Inwentash and the 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 \$149,500.00, or \$0.065 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 each of the Joint Actors 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:

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