

**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”), 130 Spadina Avenue, Suite 401, Toronto, Ontario, M5V 2L4. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

1313366 Ontario Inc. (the “Acquirer”)
55 Burbank Drive
Thornhill, ON, L4J 7T9

The transaction described in item 1 above took place on July 2, 2019, and did not involve any joint actor of the Acquirer.

3. Interest in Securities of the Reporting Issuer

The Acquirer acquired ownership and control of 5,000,000 common shares (the “Subject Shares”) and 5,000,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company on July 2, 2019. The Subject Units represented approximately 6.9% of all issued and outstanding common shares of the Company as of July 2, 2019 immediately following the transaction described above (or approximately 12.9% 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 1,551,281 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 4,617,947 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 2.5% of the issued and outstanding common shares of the Company (or approximately 9.2% assuming exercise of such Pre-Closing Convertible Securities only).

Immediately following the transaction described above, the Acquirer held an aggregate of 6,551,281 common shares (the “Post-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 9,617,947 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 9.0% of the issued and outstanding common shares of the Company (or approximately 19.7% assuming exercise of such Post-Closing Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$325,000, or \$0.065 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by the Acquirer are managed for investment purposes. The Acquirer may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its 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 the Acquirer 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 2nd day of July, 2019

1313366 ONTARIO INC.

“Jeffrey Kopman”

Authorized Signatory