

**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

Lynn Factor
126 Old Forest Road
Toronto, ON, M5P 2R9

The transaction described in item 1 above took place on July 2, 2019, and did not involve any joint actor of Lynn Factor (“Factor”).

The joint actor of Factor is Sheldon Inwentash (the “Joint Actor”), 126 Old Forest Hill Road, Toronto, ON M5P 2R9

3. Interest in Securities of the Reporting Issuer

On July 2, 2019, Factor acquired ownership and control of an aggregate of 2,500,000 common shares (the “Subject Shares”) and 2,500,000 common share purchase warrants (the “Subject Warrants”) and together with the Subject Shares, the “Subject Units”) of the Company. The Subject Units represented approximately 3.5% of all issued and outstanding common shares of the Company as of July 2, 2019 immediately following the transaction described above (or approximately 6.7% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a corresponding increase in the percentage of shares held by Factor as a result of the transaction.

Immediately before the transaction described above, Factor and the Joint Actor held an aggregate of 6,847,735 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling Factor and the Joint Actor to acquire an additional 12,837,216 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 11.0% of the issued and outstanding common shares of the Company (or approximately 26.2% assuming exercise of such Pre-Closing Convertible Securities only). Of this total, Factor held an aggregate of 1,650,000 of the Pre-Closing Shares and 4,964,999 of the Pre-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 Pre-Closing Convertible Securities only), and the Joint Actor held an aggregate of 5,197,735 of the Pre-Closing Shares and 7,872,217 of the Pre-Closing Convertible Securities (representing approximately 8.3% of the issued and outstanding common shares of the Company, or approximately 18.6% assuming exercise of such Pre-Closing Convertible Securities only).

Immediately following the transaction described above, Factor and the Joint Actor held an aggregate of 9,347,735 common shares (the “Post-Closing Shares”) and convertible securities entitling Factor and the Joint Actor to acquire an additional 15,337,216 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 12.9% of the issued and outstanding common shares of the Company (or approximately 28.1% assuming exercise of such Post-Closing Convertible Securities only). Of this total, Factor held an aggregate of 4,150,000 of the Post-Closing Shares and 7,464,999 of the Post-Closing Convertible Securities (representing approximately 5.7% of the issued and outstanding common shares of the Company, or approximately 14.5% assuming exercise of such Post-Closing Convertible Securities only), and the Joint Actor held an aggregate of 5,197,735 of the Post-Closing Shares and 7,872,217 of the Post-Closing Convertible Securities (representing approximately 7.2% of the issued and outstanding common shares of the Company, or approximately 16.3% assuming exercise of such Post-Closing Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$162,500, or \$0.065 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by Factor and the Joint Actor are managed for investment purposes. Inwentash and the Joint Actor may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their 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 each of Factor and the Joint Actor 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

“Lynn Factor”

Lynn Factor