

**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 disposition (“Disposition”) of common shares of ThreeD Capital Inc. (the “Company”), 130 Spadina Avenue, Suite 401, Toronto, Ontario, M5V 2L4. The Disposition were through the facilities of the Canadian Securities Exchange.

**2. Identity of Disposer**

The Disposition described in item 1 above took place on January 10, 2020, and involved a disposition by Raquel Inwentash. (“Inwentash”) and did not involve any joint actors of Inwentash.

Raquel Inwentash  
126 Old Forest Road  
Toronto, ON, M5P 2R9

**3. Interest in Securities of the Reporting Issuer**

On January 10, 2020, Inwentash disposed of ownership and control of an aggregate of 762,000 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 0.8% of all issued and outstanding common shares of the Company as of January 10, 2020, resulting in a corresponding change to the percentage ownership by Inwentash. Immediately prior to the Disposition, Inwentash owned and controlled an aggregate of 5,762,000 common shares of the Company, and convertible securities entitling Inwentash to acquire an additional 10,034,999 common shares of the Company as at January 10, 2020, representing approximately 6.2% of the issued and outstanding common shares of the Company (or approximately 15.4% assuming exercise of such convertible securities only). Immediately following the Disposition, Inwentash owns and controls an aggregate of 5,000,000 common shares of the Company, and convertible securities entitling Inwentash to acquire an additional 10,034,999 common shares of the Company, representing approximately 5.4% of the issued and outstanding common shares of the Company (or approximately 14.6% assuming exercise of such convertible securities only) as of January 10, 2020. Neither Inwentash nor any of her joint actors own any other securities of the Company.

**4. Consideration Paid.**

\$0.02 per Subject Share for aggregate consideration of \$15,545.00.

**5. Purpose of the Transaction**

The holdings of securities of the Company by Inwentash are managed for investment purposes. Inwentash 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 position.

**6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company**

Not Applicable

**7. Change in Material Fact.**

Not applicable.

**8. Exemption.**

Section 2.3 of National Instrument 45-106 on the basis that the acquiror of the Subject Shares 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 13<sup>th</sup> day of January, 2020

*“Raquel Inwentash”*

---

**Raquel Inwentash**