

NEWS RELEASE

LYNN FACTOR DISPOSES SECURITIES OF THREED CAPITAL INC.

Toronto, Ontario, January 13, 2020 – Lynn Factor (“Factor”) announces that she has disposed of ownership and control of 1,056,000 common shares (the “Subject Shares”) of ThreeD Capital Inc. (the “Company”) on January 13, 2020 (the “Disposition”). The Subject Shares were disposed of for consideration of \$0.02 per Subject Share, or aggregate consideration of \$21,120. The Subject Shares represented approximately 1.1% of all issued and outstanding common shares of the Company as of January 13, 2020, resulting in a corresponding change to the percentage ownership by Factor.

Immediately before the Disposition described above, Factor and her joint actor (the “Joint Actor”) held an aggregate of 10,487,069 common shares of the Company and convertible securities entitling Factor and the Joint Actor to acquire an additional 21,037,217 common shares of the Company, representing approximately 11.3% of the issued and outstanding common shares of the Company (or approximately 27.7% assuming exercise of such convertible securities only). Of this total, Factor held an aggregate of 3,652,000 of the common shares and 10,564,999 of the convertible securities (representing approximately 3.9% of the issued and outstanding common shares of the Company, or approximately 13.8% assuming exercise of such convertible securities only), and the Joint Actor held an aggregate of 6,835,069 of the common shares and 10,472,218 of the convertible securities (representing approximately 7.4% of the issued and outstanding common shares of the Company, or approximately 16.8% assuming exercise of such convertible securities only).

Immediately following the Disposition described above, Factor and the Joint Actor held an aggregate of 9,431,069 common shares and convertible securities entitling Factor and the Joint Actor to acquire an additional 21,037,217 common shares of the Company, representing approximately 10.2% of the issued and outstanding common shares of the Company (or approximately 26.8% assuming exercise of such convertible securities only). Of this total, Factor held an aggregate of 2,596,000 of the common shares and 10,564,999 of the convertible securities (representing approximately 2.8% of the issued and outstanding common shares of the Company, or approximately 12.7% assuming exercise of such convertible securities only), and the Joint Actor held an aggregate of 6,835,069 of the common shares and 10,472,218 of the convertible securities (representing approximately 7.4% of the issued and outstanding common shares of the Company, or approximately 16.8% assuming exercise of such convertible securities only). Neither Factor nor her joint actor own any other securities of the Company.

The Subject Shares were sold through the facilities of the Canadian Securities Exchange. The holdings of securities of the Company by Factor and the Joint Actor are managed for investment purposes, and Factor 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 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:

Gerry Feldman, CPA, CA
130 Spadina Avenue, Suite 401

Toronto, Ontario
M5V 2L4

Tel: 416-941-8900