

**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**

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

The transaction described in item 1 above took place on January 16, 2020, 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 January 16, 2020, Factor disposed ownership and control of an aggregate of 2,596,000 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 2.8% of all issued and outstanding common shares of the Company as of January 16, 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 9,431,069 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 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).

Immediately following the Disposition described above, Factor and the Joint Actor held an aggregate of 6,835,069 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 7.4% of the issued and outstanding common shares of the Company (or approximately 24.5% assuming exercise of such convertible securities only).

Of this total, Factor held nil of the common shares and 10,564,999 of the convertible securities (representing approximately nil% of the issued and outstanding common shares of the Company, or approximately 10.2% 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.

**4. Consideration Paid.**

The Subject Shares were disposed of for consideration of \$0.015 per Subject Share, or aggregate consideration of \$38,950.

**5. Purpose of the Transaction**

The holdings of securities of the Company by Factor and the Joint Actor are managed for investment purposes. Factor 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**

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 20<sup>th</sup> day of January, 2020

*“Lynn Factor”*

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**Lynn Factor**