

NEWS RELEASE

LYNN FACTOR ACQUIRES SECURITIES OF THREED CAPITAL INC.

Toronto, Ontario, February 24, 2020 – Lynn Factor (“Factor”) announces that she has acquired ownership and control of an aggregate 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 ThreeD Capital Inc. (the “Company”) on February 24, 2020. The Subject Units represented approximately 4.1% of all issued and outstanding common shares of the Company as of February 24, 2020 immediately following the transaction described above (or approximately 7.8% 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 her joint actor (the “Joint Actor”) held an aggregate of 6,835,069 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling Factor and the Joint Actor to acquire an additional 20,787,218 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 6.1% of the issued and outstanding common shares of the Company (or approximately 20.7% assuming exercise of such Pre-Closing Convertible Securities only). Of this total, Factor held an aggregate of 10,564,999 of the Pre-Closing Convertible Securities (representing approximately 8.6% of the issued and outstanding common shares of the Company assuming exercise of such Pre-Closing Convertible Securities only), and the Joint Actor held an aggregate of 6,835,069 of the Pre-Closing Shares and 10,222,219 of the Pre-Closing Convertible Securities (representing approximately 6.1% of the issued and outstanding common shares of the Company, or approximately 13.9% assuming exercise of such Pre-Closing Convertible Securities only).

Immediately following the transaction described above, Factor and the Joint Actor held an aggregate of 11,835,069 common shares (the “Post-Closing Shares”) and convertible securities entitling Factor and the Joint Actor to acquire an additional 25,787,218 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 9.7% of the issued and outstanding common shares of the Company (or approximately 25.4% assuming exercise of such Post-Closing Convertible Securities only). Of this total, Factor held an aggregate of 5,000,000 of the Post-Closing Shares and 15,564,999 of the Post-Closing Convertible Securities (representing approximately 4.1% of the issued and outstanding common shares of the Company, or approximately 14.9% assuming exercise of such Post-Closing Convertible Securities only), and the Joint Actor held an aggregate of 6,835,069 of the Post-Closing Shares and 10,222,219 of the Post-Closing Convertible Securities (representing approximately 5.6% of the issued and outstanding common shares of the Company, or approximately 12.9% assuming exercise of such Post-Closing Convertible Securities only).

The Subject Units were acquired in a private placement and not through the facilities of any stock 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 aggregate consideration payable for the Subject Units was \$150,000.00, or \$0.03 per Subject Unit.

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:

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