

**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

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

The transaction described in item 1 above took place on March 18, 2020, and did not involve any joint actor of Sheldon Inwentash (“Inwentash”).

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

3. Interest in Securities of the Reporting Issuer

On March 18, 2020, Inwentash disposed ownership and control of an aggregate of 3,000,000 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 2.5% of all issued and outstanding common shares of the Company as of March 18, 2020, resulting in a corresponding change to the percentage ownership by Factor.

Immediately before the Disposition described above, Inwentash and his Joint Actor held an aggregate of 11,835,069 common shares of the Company and convertible securities entitling Inwentash and the Joint Actor to acquire an additional 25,787,218 common shares of the Company, representing approximately 9.7% of the issued and outstanding common shares of the Company (or approximately 25.4% assuming exercise of such convertible securities only). Of this total, Inwentash held an aggregate of 6,835,069 of the common shares and 10,222,219 of the convertible securities (representing approximately 5.6% of the issued and outstanding common shares of the Company, or approximately 12.9% assuming exercise of such convertible securities only), and the Joint Actor held an aggregate of 5,000,000 of the common shares and 15,564,999 of the convertible securities (representing approximately 4.1% of the issued and outstanding common shares of the Company, or approximately 14.9% assuming exercise of such convertible securities only).

Immediately following the Disposition described above, Inwentash and the Joint Actor held an aggregate of 8,835,069 common shares and convertible securities entitling Inwentash and the Joint Actor to acquire an additional 25,787,218 common shares of the Company, representing approximately 7.2% of the issued and outstanding common shares of the Company (or approximately 23.4% assuming exercise of such convertible securities

only). Of this total, Inwentash held 3,835,069 of the common shares and 10,222,219 of the convertible securities (representing approximately 3.1% of the issued and outstanding common shares of the Company, or approximately 10.6% assuming exercise of such convertible securities only), and the Joint Actor held an aggregate of 5,000,000 of the common shares and 15,564,999 of the convertible securities (representing approximately 4.1% of the issued and outstanding common shares of the Company, or approximately 14.9% assuming exercise of such convertible securities only). Neither Inwentash nor his joint actor own any other securities of the Company.

4. Consideration Paid.

The Subject Shares were disposed of for consideration of \$0.01 per Subject Share, or aggregate proceeds of \$30,000.

5. Purpose of the Transaction

The holdings of securities of the Company by Inwentash 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

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 19th day of March, 2020

“Sheldon Inwentash”

Sheldon Inwentash