

**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**

1313366 Ontario Inc. (the “Disposer”)  
55 Burbank Drive  
Thornhill, ON, L4J 7T9

The transaction described in item 1 above took place through a series of transactions ending on September 1, 2020, and did not involve any joint actor of the Disposer.

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

Through a series of transactions ending on September 1, 2020, the Disposer disposed ownership and control of an aggregate of 669,000 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 2.1% of all issued and outstanding common shares of the Company as of September 1, 2020, resulting in a corresponding change to the percentage ownership by the Disposer.

Immediately before the Disposition described above, the Disposer held an aggregate of 1,725,000 common shares of the Company and convertible securities entitling the Disposer to acquire an additional 3,429,485 common shares of the Company, representing approximately 5.5% of the issued and outstanding common shares of the Company (or approximately 14.8% assuming exercise of such convertible securities only).

Immediately following the Disposition described above, the Disposer held an aggregate of 1,056,000 common shares and convertible securities entitling the Disposer to acquire an additional 3,429,485 common shares of the Company, representing approximately 3.4% of the issued and outstanding common shares of the Company (or approximately 12.9% assuming exercise of such convertible securities only).

**4. Consideration Paid.**

The Subject Shares were disposed of for consideration of at an average price of \$0.36 per Subject Share, or aggregate proceeds of \$242,239.

**5. Purpose of the Transaction**

The holdings of securities of the Company by the Disposer are managed for investment purposes. The Disposer 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.**

Not Applicable

**9. Certification**

The undersigned certifies that the information herein is true and complete in every respect.

**DATED** this 2<sup>nd</sup> day of September, 2020

**1313366 ONTARIO INC.**

*“Jeffrey Kopman”*

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**Authorized Signatory**