

**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 acquisitions of securities of ThreeD Capital Inc. (the “Company”), 130 Spadina Avenue, Suite 401, Toronto, Ontario, M5V 2L4. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

Jakson Inwentash (the “Acquirer”)
132 Berkeley Street, Apt# 304
Toronto, ON M5A 0H6

The transaction described in item 1 above took place on January 28, 2020, and did not involve any joint actor of the Acquirer.

3. Interest in Securities of the Reporting Issuer

The Acquirer was granted 50,000 stock options (the “Subject Options”) of the Company on September 15, 2020. The Subject Options represented approximately 0.2% of all issued and outstanding common shares of the Company as of September 15, 2020 immediately following the transaction described above on a partially diluted basis, assuming exercise of the Subject Options only, resulting in a corresponding increase in the percentage of shares held by the Acquirer as a result of the transaction.

Immediately before the transaction described above, the Acquirer held an aggregate of 1,391,666 common shares of the Company (the “Pre-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 3,179,166 common shares of the Company (the “Pre-Closing Convertible Securities”), representing approximately 4.4% of the issued and outstanding common shares of the Company (or approximately 13.6% assuming exercise of such Pre-Closing Convertible Securities only).

Immediately following the transaction described above, the Acquirer held an aggregate of 1,391,666 common shares (the “Post-Closing Shares”) and convertible securities entitling the Acquirer to acquire an additional 3,362,499 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 4.4% of the issued and outstanding common shares of the Company (or approximately 13.7% assuming exercise of such Post-Closing Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Options was nil.

5. Purpose of the Transaction

The holdings of securities of the Company by the Acquirer are managed for investment purposes. The Acquirer may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Options were granted pursuant to the Company's stock option plan and are exercisable at \$0.30 per share and expire on September 15, 2025.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that the Acquirer 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 17th day of September, 2020

"Jakson Inwentash"

Jakson Inwentash