FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

MANAGEMENT CERTIFICATION

I, Gerry Feldman_____, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) Gerry Feldman_____   October 27, 2020_____

Name: Gerry Feldman   Date:

Title: Chief Financial Officer and Corporate Secretary

Reporting Issuer Name: ThreeD Capital Inc._____

End date of previous financial year: June 30, 2020_____

Type of Reporting Issuer: ☑ **Class 1 reporting issuer**   ☐ **Class 3B reporting issuer**

Highest Trading Marketplace: Canadian Securities Exchange_
(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 *Fees*)

Market value of listed or quoted equity securities:
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 *Fees*)

Equity Symbol

IDK_____

1st Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

July 1, 2019_____ to September 30, 2019

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

$ 0.14_____ (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

20,689,724_____ (ii)

Market value of class or series   (i) x (ii) $ 2,896,561_____ (A)

2nd Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

October 1, 2019_____ to December 31, 2020

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

$ 0.22 _____ (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

23,189,724 _____ (iv)

Market value of class or series   (iii) x (iv) $ 5,101,739 _____ (B)

3rd Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

January 1, 2020 _____ to March 31, 2020 _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

$ 0.06 _____ (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

30,606,391 _____ (vi)

Market value of class or series   (v) x (vi) $ 1,836,383 _____ (C)

4th Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

April 1, 2020 _____ to June 30, 2020 _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

0.115 _____ (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

31,888,887 _____ (viii)

Market value of class or series   (vii) x (viii) $ 3,667,222 _____ (D)

5th Specified Trading Period (dd/mm/yy)
(if applicable - refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

_____ to _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

$_____ (ix)

Number of securities in the class or series of such

_____ (x)

security outstanding at the end of the last trading day of the specified trading period

Market value of class or series   (ix) x (x) $_____ (E)

Average Market Value of Class or Series
(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

$ 3,375,477_____ **(1)**

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities:
(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*)

$ n/a_____ **(2)**

 (Provide details of how value was determined)

Capitalization for the previous financial year   (1) + (2) $ 3,375,477_____

Participation Fee
(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 *Fees*, select the participation fee)

$ 890_____

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 *Fees*, select the participation fee)

Late Fee, if applicable
(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

$ 0_____

Total Fee Payable
(Participation Fee plus Late Fee)

$ 890_____