

**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 net acquisition (“Acquisition”) 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 Acquirer

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

The transaction described in item 1 above took place through a series of transactions ending on December 31, 2020, and did not involve any joint actor of the Acquirer.

3. Interest in Securities of the Reporting Issuer

Through a series of transactions ending on December 31, 2020, the Acquirer acquired ownership and control of a net aggregate of 214,153 common shares (the “Subject Shares”) of the Company from the exercise of 1,346,153 warrants and reduced by the net disposition of 1,132,000 shares through the facilities of the Canadian Securities Exchange. The Subject Shares represented approximately 0.7% of all issued and outstanding common shares of the Company as of December 31, 2020, resulting in a corresponding change to the percentage ownership by the Acquirer.

Immediately before the Acquisition described above, the Acquirer held an aggregate of 1,056,000 common shares of the Company and convertible securities entitling the Acquirer to acquire an additional 3,346,152 common shares of the Company, representing approximately 3.3% of the issued and outstanding common shares of the Company (or approximately 12.6% assuming exercise of such convertible securities only).

Immediately following the Acquisition described above, the Acquirer held an aggregate of 1,270,153 common shares and convertible securities entitling the Acquirer to acquire an additional 1,999,999 common shares of the Company, representing approximately 3.9% of the issued and outstanding common shares of the Company (or approximately 9.4% assuming exercise of such convertible securities only).

4. Consideration Paid.

The Subject Shares were acquired through the exercise of 1,346,153 warrants at \$0.40 per share and the net disposition of 1,132,000 shares at an average price of \$0.62 share, or aggregate net proceeds of \$166,795.

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 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 4th day of January, 2021

1313366 ONTARIO INC.

“Jeffrey Kopman”

Authorized Signatory