

**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

Raquel Inwentash (the “Disposer”)
126 Old Forest Road
Toronto, ON, M5P 2R9

The transaction described in item 1 above took place through a series of transactions ending on February 22, 2021, 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 February 22, 2021, the Disposer disposed ownership and control of an aggregate of 623,900 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 1.4% of all issued and outstanding common shares of the Company as of February 22, 2021, resulting in a corresponding change to the percentage ownership by the Disposer.

Immediately before the Disposition described above, the Disposer held an aggregate of 5,271,500 common shares of the Company and convertible securities entitling the Disposer to acquire an additional 1,258,749 common shares of the Company, representing approximately 11.8% of the issued and outstanding common shares of the Company (or approximately 14.3% assuming exercise of such convertible securities only).

Immediately following the Disposition described above, the Disposer held an aggregate of 4,647,600 common shares and convertible securities entitling the Disposer to acquire an additional 1,258,749 common shares of the Company, representing approximately 10.4% 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 \$1.57 per Subject Share, or aggregate proceeds of \$979,902.

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 22nd day of February, 2021

“Raquel Inwentash”

Raquel Inwentash