

**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 a series of transactions, on the open market, to acquire common shares of ThreeD Capital Inc. (the “Company”), 130 Spadina Avenue, Suite 401, Toronto, Ontario, M5V 2L4. The Acquisitions were through the facilities of the Canadian Securities Exchange.

2. Identity of Acquiror

Sheldon Inwentash
126 Old Forest Road
Toronto, ON, M5P 2R9

The transaction described in item 1 above took place through a series of transactions in recent weeks, and involved a joint actor of Sheldon Inwentash (“Inwentash”).

The Joint actor of Inwentash is Lynn Factor (the “Joint Actor”), 126 Old Forest Hill Road, Toronto, ON M5P 2R9

3. Interest in Securities of the Reporting Issuer

Through a series of transactions in recent weeks (“Acquisitions”), the Inwentash and his Joint Actor acquired an aggregate 195,000 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 0.42% of all issued and outstanding common shares of the Company as of the date of this filing and triggered the requirement to produce this early warning report. As a result of the Acquisitions, Inwentash and the Joint Actor’s percentage ownership of the Company’s issued and outstanding shares increased by 3.84% and decreased by 5.30% on a partially diluted basis since the last early warning report.

Immediately before the Acquisitions described above, Inwentash and the Joint Actor held an aggregate of 6,346,766 common shares of the Company. Inwentash and the Joint Actor also held 2,720,414 warrants, and 3,472,220 stock options entitling Inwentash and the Joint Actor to purchase an additional 6,192,634 common shares of the Company, representing approximately 13.67% of the issued and outstanding common shares of the Company (or approximately 23.83% assuming exercise of the warrants and stock options). Of this total, Inwentash held an aggregate of 3,846,266 common shares of the Company, 291,665 warrants, and 3,472,220 stock options (representing approximately 8.29% of the issued and outstanding common shares of the Company, or approximately 14.46% assuming exercise of the warrants and stock options). The Joint Actor held an aggregate of 2,500,500 common shares of the Company and 2,428,749 warrants (representing approximately 5.39% of the issued and outstanding common shares of the Company, or approximately 9.37% assuming exercise of the warrants).

Immediately following the Acquisitions described above, the Inwentash and the Joint Actor held an aggregate of 6,541,766 common shares of the Company. Inwentash and the Joint Actor also held 2,720,414 warrants, and 3,472,220 stock options entitling Inwentash and the Joint Actor to purchase an additional 6,192,634 common shares of the Company, representing approximately 14.09% of the issued and outstanding common shares of the Company (or approximately 24.20% assuming exercise of the warrants and stock options). Of this total, Inwentash held an aggregate of 4,041,266 common shares of the Company, 291,665 warrants, and 3,472,220 stock options (representing approximately 8.71% of the issued and outstanding common shares of the Company, or approximately 15.55% assuming exercise of the warrants and stock options), and the Joint Actor held an aggregate of 2,500,500 common shares of the Company and 2,428,749 warrants (representing approximately 5.39% of the issued and outstanding common shares of the Company, or approximately 10.09% assuming exercise of the warrants). Subsequent to the acquisition of the Subject Shares, Inwentash and the Joint Actor's percentage ownership of the issued and outstanding common shares increased by 3.84% (or decreased by 5.30% assuming exercise of the warrants and stock options) triggering the requirement to file this Report.

4. Consideration Paid.

The Subject Shares were acquired for consideration of at an average price of \$0.844 per Subject Share, or aggregate proceeds of \$164,585.

5. Purpose of the Transaction

The holdings of securities of the Company by the Inwentash and the Joint Actor are managed for investment purposes. Inwentash and the Joint Actor 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 8th day of May, 2021

“Sheldon Inwentash”

Sheldon Inwentash