

**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 acquisition (“Acquisition”) of common shares 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”)  
126 Old Forest Road  
Toronto, ON, M5P 2R9

The transaction described in item 1 above took place on September 28, 2021, and did not involve any joint actor of the Acquirer.

**3. Interest in Securities of the Reporting Issuer**

On September 28, 2021, the Acquirer exercised 512,500 warrants with an exercise price of \$0.40 to acquire ownership and control of 512,500 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 1.1% of all issued and outstanding common shares of the Company as of September 28, 2021. The Acquisition triggered the requirement to produce this early warning report as the shares held by the Acquirer decreased by 3.8% on a partially diluted basis since the last early warning report filed.

Immediately before the Acquisition described above, the Acquirer held an aggregate of 2,683,332 common shares of the Company. The Acquirer also held 1,787,500 warrants, and 333,333 stock options, entitling the Acquirer to purchase an additional 2,120,833 common shares of the Company. The Acquirer’s holdings represented approximately 5.8% of the issued and outstanding common shares of the Company (or approximately 9.9% on a partially diluted basis assuming exercise of outstanding warrants and stock options).

Immediately following the Acquisition described above, the Acquirer held an aggregate of 3,195,832 common shares of the Company. The Acquirer also held 1,275,000 warrants, and 333,333 stock options, entitling the Acquirer to purchase an additional 1,608,333 common shares of the Company. The Acquirer’s holdings represent approximately 6.8% of the issued and outstanding common shares of the Company (or approximately 9.9% on a partially diluted basis assuming exercise of outstanding warrants and stock options).

**4. Consideration Paid.**

The Subject Shares were acquired for consideration at a price of \$0.40 per Subject Share, or aggregate proceeds of \$205,000.

**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 1<sup>st</sup> day of October, 2021

*“Jakson Inwentash”*

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**Jakson Inwentash**