

**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

Nicole 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 805,769 warrants with an exercise price of \$0.40 to acquire ownership and control of an aggregate of 805,769 common shares (the “Subject Shares”) of the Company. The Subject Shares represented approximately 1.7% 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 4.9% on a partially diluted basis since the last early warning report filed.

Immediately before the Acquisition described above, the Acquirer held an aggregate of 4,297,000 common shares of the Company and 955,769 warrants, which entitle the Acquirer to purchase an additional 955,769 common shares of the Company. The Acquirer’s holdings represented approximately 9.3% of the issued and outstanding common shares of the Company (or approximately 11.1% on a partially diluted basis assuming exercise of all outstanding warrants).

Immediately following the Acquisition described above, the Acquirer held an aggregate of 5,102,769 common shares of the Company and 150,000 warrants, which entitle the Acquirer to purchase an additional 150,000 common shares of the Company. The Acquirer’s holdings represent approximately 10.8% of the issued and outstanding common shares of the Company (or approximately 11.1% on a partially diluted basis assuming exercise of outstanding warrants).

4. Consideration Paid.

The Subject Shares were acquired for consideration of \$0.40 per Subject Share, or aggregate proceeds of \$322,308.

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 1st day of October, 2021

“Nicole Inwentash”

Nicole Inwentash