

**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 dispositions of securities of infinitii ai inc. (the “Company” or “infinitii”), Suite 1500, 409 Granville Street, Vancouver, British Columbia, V6C 1T2. The dispositions were conducted through the facilities of the Canadian Securities Exchange.

2. Identity of Disposer

ThreeD Capital Inc.
130 Spadina Avenue, Suite 401
Toronto, ON, M5V 2L4

The transaction described in item 1 above took place through a series of transactions ending in recent weeks, and involved the following joint actor of ThreeD Capital Inc. (“ThreeD”):

- Sheldon Inwentash, 126 Old Forest Hill Road, Toronto, ON, M5P 2R9
(the “Joint Actor”)

3. Interest in Securities of the Reporting Issuer

Through a series of recent transactions (“Dispositions”), ThreeD disposed of ownership and control of an aggregate of 5,159,000 common shares (the “Subject Shares”) of infinitii. As a result of the Dispositions, the percentage ownership held by ThreeD and its Joint Actor decreased by 4.1% from the last early warning report filed in connection with the acquisition of infinitii securities, from which ThreeD, along with the Joint Actor, reported as 25.9% ownership on a partially diluted basis, assuming the exercise of warrants, stock options, and convertible debentures held.

Immediately prior to the Dispositions, ThreeD and the Joint Actor owned and controlled an aggregate of 17,659,000 common shares, 1,000,000 common share purchase warrants, 1,000,000 stock options, and convertible debentures entitling ThreeD and the Joint Actor to acquire 9,000,000 common shares and 9,000,000 common share purchase warrants of the Company, representing approximately 13.6% of all issued and outstanding common shares of infinitii (or approximately 25.2% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held). Of this total, ThreeD held an aggregate of 17,659,000 common shares and convertible debentures entitling ThreeD to acquire 8,000,000 common shares and 8,000,000 common share purchase warrants, representing approximately 13.6% of the issued and outstanding common shares of infinitii (or approximately 23.1% on a partially diluted basis, assuming exercise of the convertible debentures held). The Joint Actor held an aggregate of 1,000,000 common share purchase warrants, 1,000,000 stock options and convertible debentures entitling the Joint Actor to acquire 1,000,000 common shares and 1,000,000 common share purchase warrants, representing 0.0% of the issued and outstanding common shares of infinitii (or

approximately 3.0% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held).

Immediately following the Dispositions, ThreeD and the Joint Actor own and control an aggregate of 12,500,000 common shares, 1,000,000 common share purchase warrants, 1,000,000 stock options, and convertible debentures entitling ThreeD and the Joint Actor to acquire 9,000,000 common shares and 9,000,000 common share purchase warrants of the Company, representing approximately 9.7% of all issued and outstanding common shares of inifinitii (or approximately 21.8% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held). Of this total, ThreeD held an aggregate of 12,500,000 common shares and convertible debentures entitling ThreeD to acquire 8,000,000 common shares and 8,000,000 common share purchase warrants, representing approximately 9.7% of the issued and outstanding common shares of inifinitii (or approximately 19.6% on a partially diluted basis assuming the exercise of the convertible debentures held). The Joint Actor held an aggregate of 1,000,000 common share purchase warrants, 1,000,000 stock options and convertible debentures entitling the Joint Actor to acquire 1,000,000 common shares and 1,000,000 common share purchase warrants, representing 0.0% of the issued and outstanding common shares of inifinitii (or approximately 3.0% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held).

4. Consideration Received

The Subject Shares were disposed of for total consideration of \$227,270 or approximately \$0.044 per Subject Share.

5. Purpose of the Transaction

The holdings of securities of the Company by ThreeD and the Joint Actor are managed for investment purposes. ThreeD and the Joint Actor could increase or decrease its investments in the Company at any time, or continue to maintain its current position, depending on market conditions or any other relevant factor.

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 16th day of May, 2024

THREED CAPITAL INC.

“Matthew Davis”

Matthew Davis

Chief Financial Officer and Corporate Secretary