

**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 acquisitions of securities of Quebec Innovative Materials Corp. (the “Company” or “QIMC”), 1100-1111 Melville St., Vancouver, British Columbia, V6E 3V6. The acquisitions referenced in this report were conducted through a combination of a private placement and purchases conducted through the facilities of the Canadian Securities Exchange.

2. Identity of Acquirer

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

The acquisitions 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 the completion of a private placement and securities purchased through the facilities of the Canadian Securities Exchange (the “Acquisitions”), ThreeD and the Joint Actor acquired ownership and control of an aggregate of 1,500,000 common shares of the Company (the “Subject Shares”) and 1,000,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Securities”). As a result of the Acquisitions, the percentage ownership held by ThreeD and the Joint Actor increased above 10% on a partially diluted basis.

Immediately prior to the Acquisitions, ThreeD and the Joint Actor owned and controlled an aggregate of 5,300,000 common shares and 4,000,000 common share purchase warrants of the Company, representing approximately 5.7% of all issued and outstanding common shares of QIMC (or approximately 9.5% on a partially diluted basis, assuming exercise of the warrants held). Of this total, ThreeD held an aggregate of 5,300,000 common shares and 4,000,000 common share purchase warrants, representing approximately 5.7% of the issued and outstanding common shares of QIMC (or approximately 9.5% on a partially diluted basis, assuming exercise of the warrants held). The Joint Actor did not hold any securities of the Company, representing 0.0% of the issued and outstanding common shares on a non-diluted and partially diluted basis.

Immediately following the Acquisitions, ThreeD and the Joint Actor own and control an aggregate of 6,800,000 common shares and 5,000,000 common share purchase warrants of the Company, representing approximately 7.3% of all issued and outstanding common shares of QIMC (or approximately 12.0% on a partially diluted basis, assuming exercise of the warrants held). Of this total, ThreeD held an aggregate of 5,800,000 common shares and 4,000,000 common share purchase warrants, representing approximately 6.2% of the issued and outstanding common shares of QIMC (or approximately 10.0% on a partially diluted basis assuming the exercise of the warrants held). The Joint Actor held 1,000,000 common shares and 1,000,000 common share purchase warrants, representing 1.1% of the issued and outstanding common shares of QIMC (or approximately 2.1% on a partially diluted basis, assuming exercise of the warrants held).

4. Consideration Paid

The Subject Securities were acquired for total consideration of \$45,000, or \$0.03 per Subject Security.

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.

Section 2.3 of National Instrument 45-106 on the basis that each of ThreeD and the Joint Actor is an “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 27th day of June, 2024

THREED CAPITAL INC.

“Matthew Davis”

Matthew Davis

Chief Financial Officer and Corporate Secretary