

**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 infinitii ai inc. (the “Company” or “infinitii”), Suite 1500, 409 Granville Street, Vancouver, British Columbia, V6C 1T2. The transaction was effected through a convertible debenture offering and not through the facilities of any stock exchange.

2. Identity of Acquirer

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

The transaction described in item 1 above took place through a convertible debenture offering 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 convertible debenture offering (the “Acquisition”), ThreeD and the Joint Actor acquired ownership and control of unsecured convertible debentures (the “Subject Debentures”) convertible into 12,665,400 units of the Company (the “Subject Debenture Units”). Each Subject Debenture Unit consists of one common share (each, a “Subject Convertible Share”) and one warrant for the purchase of one common share (each, a “Subject Convertible Warrant”). As a result of the Acquisition, the percentage ownership held by ThreeD and the Joint Actor increased by greater than 2% from the last early warning report filed in connection with the disposition of infinitii securities, from which ThreeD, along with the Joint Actor, reported a 13.4% ownership on a partially diluted basis, assuming the exercise of warrants, stock options, and convertible debentures held.

Immediately prior to the Acquisition, ThreeD and the Joint Actor owned and controlled an aggregate of 1,000,000 common share purchase warrants, 1,000,000 stock options, and convertible debentures entitling ThreeD to acquire 4,000,000 common shares and 4,000,000 common share purchase warrants of the Company, representing 0.0% of all issued and outstanding common shares of infinitii (or approximately 7.2% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held). Of this total, ThreeD held convertible debentures entitling ThreeD to acquire 4,000,000 common shares and 4,000,000 common share purchase warrants, representing 0.0% of the issued and outstanding common shares of infinitii (or approximately 5.8% 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 and 1,000,000 stock options, representing 0.0% of the issued and outstanding common shares of infinitii (or approximately 1.5% on a partially diluted basis, assuming exercise of the warrants and stock options held).

Immediately following the Acquisition, ThreeD and the Joint Actor own and control an aggregate of 1,000,000 common share purchase warrants, 1,000,000 stock options, and convertible debentures entitling ThreeD and the Joint Actor to acquire 16,665,400 common shares and 16,665,400 common share purchase warrants of the Company, representing 0.0% of all issued and outstanding common shares of infinitii (or approximately 21.4% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held). Of this total, ThreeD held convertible debentures entitling ThreeD to acquire 15,133,400 common shares and 15,133,400 common share purchase warrants, representing 0.0% of the issued and outstanding common shares of infinitii (or approximately 18.9% 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 1,532,000 common shares and 1,532,000 common share purchase warrants, representing 0.0% of the issued and outstanding common shares of infinitii (or approximately 3.8% on a partially diluted basis, assuming exercise of the warrants, stock options, and convertible debentures held).

4. Consideration Paid

The Subject Debentures were acquired for total consideration of \$633,270.

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 24th day of July, 2024

THREED CAPITAL INC.

“Matthew Davis”

Matthew Davis

Chief Financial Officer and Corporate Secretary