

**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 Avicanna Inc. (the “Company” or “AVCN”), 480 University Avenue, Suite 1502, Toronto, Ontario, M5G 1V2. The acquisitions referenced in this report were conducted through the facilities of the Toronto Stock 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 a series of transactions settling between October 1, 2024 and October 7, 2024 (the “Acquisitions”), ThreeD acquired ownership and control of an aggregate of 1,483,000 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 1.4% of all issued and outstanding common shares of the Company. As a result of the Acquisitions, the percentage ownership held by ThreeD and the Joint Actor increased above 2%, on a partially diluted basis, from the last early warning report filed.

Immediately prior to the Acquisitions, ThreeD and the Joint Actor owned and controlled an aggregate of 14,776,257 common shares, 2,241,250 common share purchase warrants of the Company, and 50,000 stock options, representing approximately 13.8% of all issued and outstanding common shares of AVCN (or approximately 15.6% on a partially diluted basis, assuming exercise of the warrants and options held). Of this total, ThreeD held an aggregate of 8,707,300 common shares and 1,623,750 common share purchase warrants of the Company, representing approximately 8.1% of the issued and outstanding common shares of AVCN (or approximately 9.5% on a partially diluted basis, assuming exercise of the warrants held). The Joint Actor held an aggregate of 6,068,957 common shares, 617,500 common share purchase warrants, and 50,000 stock options of the Company, representing approximately 5.7% of the issued and outstanding shares of AVCN (or approximately 6.3% on a partially diluted basis, assuming exercise of the warrants and options held).

Immediately following the Acquisitions, ThreeD and the Joint Actor own and control an aggregate of 16,259,257 common shares, 2,241,250 common share purchase warrants, and 50,000 stock options of the Company, representing approximately 15.2% of all issued and outstanding common shares of AVCN (or approximately 17.0% on a partially diluted basis, assuming exercise of the warrants and options held). Of this total, ThreeD held an aggregate of 10,190,300 common shares and 1,623,750 common share purchase warrants of the Company, representing approximately 9.5% of the issued and outstanding common shares of AVCN (or approximately 10.9% on a partially diluted basis assuming the exercise of the warrants held). The Joint Actor held an aggregate of 6,068,957 common shares, 617,500 common share purchase warrants, and 50,000 stock options of the Company, representing 5.7% of the issued and outstanding common shares of AVCN (or approximately 6.3% on a partially diluted basis, assuming exercise of the warrants and options held).

**4. Consideration Paid**

The Subject Shares were acquired for total consideration of \$571,407, or approximately \$0.385 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 10<sup>th</sup> day of October, 2024

**THREED CAPITAL INC.**

*“Matthew Davis”*

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Matthew Davis

Chief Financial Officer and Corporate Secretary