

**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 Quebec Innovative Materials Corp. (the “Company” or “QIMC”), 1100-1111 Melville St., Vancouver, British Columbia, V6E 3V6. The dispositions referenced in this report 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 dispositions 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 ending in recent weeks (the “Dispositions”), ThreeD disposed of ownership and control of an aggregate of 1,850,000 common shares (the “Subject Shares”) of QIMC. The Subject Shares represented approximately 1.6% of all issued and outstanding common shares of the Company. As a result of the Dispositions, the percentage ownership held by ThreeD and the Joint Actor decreased by greater than 2%, on a partially diluted basis, from the last early warning report filed.

Immediately prior to the Dispositions, ThreeD and the Joint Actor owned and controlled an aggregate of 11,500,000 common shares, 5,000,000 common share purchase warrants, and 1,750,000 stock options of the Company, representing approximately 10.0% of all issued and outstanding common shares of QIMC (or approximately 15.1% on a partially diluted basis, assuming exercise of the warrants and stock options held). Of this total, ThreeD held an aggregate of 9,197,000 common shares and 4,000,000 common share purchase warrants of the Company, representing approximately 8.0% of the issued and outstanding common shares of QIMC (or approximately 11.1% on a partially diluted basis, assuming exercise of the warrants held). The Joint Actor held an aggregate of 2,303,000 common shares, 1,000,000 common share purchase warrants, and 1,750,000 stock options of the Company, representing approximately 2.0% of the issued and outstanding shares of QIMC (or approximately 4.3% on a partially diluted basis, assuming exercise of the warrants and stock options held).

Immediately following the Dispositions, ThreeD and the Joint Actor owned and controlled an aggregate of 9,650,000 common shares, 5,000,000 common share purchase warrants, and 1,750,000 stock options of the Company, representing approximately 8.4% of all issued and outstanding common shares of QIMC (or approximately 13.5% on a partially diluted basis, assuming exercise of the warrants and options held). Of this total, ThreeD held an aggregate of 7,347,000 common shares and 4,000,000 common share purchase warrants of the Company, representing approximately 6.4% of the issued and outstanding common shares of QIMC (or approximately 9.6% on a partially diluted basis assuming the exercise of the warrants held). The Joint Actor held an aggregate of 2,303,000 common shares, 1,000,000 common share purchase warrants, and 1,750,000 stock options of the Company, representing approximately 2.0% of the issued and outstanding common shares of QIMC (or approximately 4.3% on a partially diluted basis, assuming exercise of the warrants and stock options held).

4. Consideration Received

The Subject Shares were disposed of for total consideration of \$150,453, or approximately \$0.081 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 7th day of January, 2025

THREED CAPITAL INC.

“Matthew Davis”

Matthew Davis

Chief Financial Officer and Corporate Secretary