

**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 Windfall Geotek Inc. (the “Company”), 7705 boulevard Taschereau, Suite 265, Brossard, QC J4Z 1A7. The acquisitions were through the facilities of the Canadian Securities Exchange.

**2. Identity of Acquirer**

The transaction described in item 1 above took through a series of acquisitions ending on February 19, 2021, and involved ThreeD Capital Inc. (“ThreeD” or the “Acquirer”), and did not involve any joint actors of the Acquirer:

ThreeD Capital Inc.  
69 Yonge St., Suite 1010  
Toronto, ON, M5E 1K3

**3. Interest in Securities of the Reporting Issuer**

Through a series of transactions starting from January 14, 2021 and ending on February 19, 2021, ThreeD acquired ownership and control of an aggregate of 8,889,500 common shares (the “Subject Shares”) and 1,000,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”). The Subject Shares represented approximately 10.0% of all issued and outstanding common shares of the Company (or approximately 11.0% on a partially diluted basis, assuming exercise of the Subject Warrants only) as of February 19, 2021 immediately following the transaction described above.

Immediately before the transactions described above, Acquirer did not hold any securities of the Company.

**4. Consideration Paid.**

The aggregate consideration payable for the 1,000,000 Subject Shares and 1,000,000 Subject Warrant acquired in a private placement was \$60,000.

The aggregate consideration payable for the remaining Subject Shares was \$1,972,691, or \$0.25 per Subject Share.

**5. Purpose of the Transaction**

The holdings of securities of the Company by Acquirer are managed for investment purposes. Acquirer may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

**6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company**

Certain Subject Shares and the Subject Warrants were acquired in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

The remaining Subject Shares were acquired in the open market through the facilities of the Canadian Securities Exchange which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

**7. Change in Material Fact.**

Not Applicable.

**8. Exemption.**

Section 2.3 of National Instrument 45-106 on the basis that each of ThreeD 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 26<sup>th</sup> day of February, 2021

**THREED CAPITAL INC.**

*“Lynn Chapman”*

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Lynn Chapman

Chief Financial Officer and Corporate Secretary