

**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 the disposition (“Disposition”) of common shares of Windfall Geotek Inc. (the “Company” or “Windfall”), 7705 boulevard Taschereau, Suite 265, Brossard, QC J4Z 1A7. The Disposition was through the facilities of the TSX Venture Exchange.

2. Identity of Disposer

The Disposition described in item 1 above took place on May 13, 2021, and involved a disposition by ThreeD Capital Inc. (“ThreeD”) and did not involve any joint actors of ThreeD

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

3. Interest in Securities of the Reporting Issuer

On May 13, 2021, ThreeD disposed of ownership and control of an aggregate of 489,500 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 0.40% of all issued and outstanding common shares of the Company as of May 13, 2021, resulting in a corresponding change to the percentage ownership by ThreeD from its last early warning report filed in connection with the acquisition of Windfall Subject Shares, from which ThreeD reported an 11.0% ownership on a partially diluted basis.

Immediately prior to the Disposition, ThreeD owned and controlled an aggregate of 10,000,000 common shares and 2,000,000 warrants of Windfall, representing approximately 8.19% of all issued and outstanding common shares of the Company (or approximately 9.82% assuming exercise of the warrants). Immediately following the Disposition, ThreeD owns and controls an aggregate of 9,510,500 common shares and 2,000,000 warrants of Windfall, representing approximately 7.79% of all issued and outstanding common shares of the Company (or approximately 9.27% assuming exercise of the warrants). ThreeD does not own any other securities of the Company.

4. Proceeds Received

The Subject Shares were disposed of for proceeds of an average price of \$0.291 per Subject Share, or aggregate proceeds of \$142,504.

5. Purpose of the Transaction

The holdings of securities of the Company by ThreeD are managed for investment purposes. ThreeD may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

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 19th day of May, 2021

“Sheldon Inwentash”

Sheldon Inwentash