

**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 a certain acquisition of securities of Infinitii AI Inc. (the “Company” or “Infinitii”), Suite 488 – 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7. The transaction was through the facilities of the Canadian Securities 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 on November 3, 2022 and did not involve any joint actors of ThreeD Capital Inc. (“ThreeD”)

3. Interest in Securities of the Reporting Issuer

Through a transaction that took place on November 3, 2022 (the “Acquisition”), ThreeD acquired ownership and control of an aggregate of 105,000 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 0.1% of all issued and outstanding common shares of the Company at the time. As a result of the Acquisition, the percentage ownership held by ThreeD increased by 2% from the last early warning report filed in connection with the acquisition of Infinitii shares, from which ThreeD reported a 10.1% ownership on a partially diluted basis, assuming the exercise of warrants held.

Immediately prior to the Acquisition, ThreeD owned and controlled an aggregate of 13,469,000 common shares and 2,000,000 warrants of Infinitii, representing approximately 10.7% of all issued and outstanding common shares of the Company (or approximately 12.0% on a partially diluted basis, assuming exercise of the outstanding warrants).

Immediately following the Acquisition, ThreeD owned and controlled an aggregate of 13,574,000 common shares and 2,000,000 warrants of Infinitii, representing approximately 10.7% of all issued and outstanding common shares of the Company (or approximately 12.1% on a partially diluted basis, assuming exercise of the outstanding warrants).

4. Consideration Paid

The Subject Shares were acquired for proceeds of an average price of approximately \$0.035 per Subject Share, or aggregate cost of \$3,675.

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 9th day of November, 2022

THREED CAPITAL INC.

“Lynn Chapman”

Lynn Chapman

Chief Financial Officer and Corporate Secretary