

**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 effected through a private placement and not through the facilities of any stock exchange.

2. Identity of Acquirer

Sheldon Inwentash
126 Old Forest Hill Road
Toronto, ON, M5P 2R9

The transaction described in item 1 above took place on February 7, 2023 and involved the following joint actor of Sheldon Inwentash (“Inwentash”):

- ThreeD Capital Inc., 130 Spadina Avenue, Suite 401, Toronto, ON, M5V 2L4 (the “Joint Actor”)

3. Interest in Securities of the Reporting Issuer

Through the completion of a private placement (the “Acquisition”), Inwentash and the Joint Actor acquired ownership of unsecured convertible debentures (the “Subject Debentures”) convertible into 5,000,000 units of the Company (the “Subject Units”). Each Subject Unit consists of one common share (each, a “Subject Convertible Share”) of the Company and one warrant for the purchase of one common share (each, a “Subject Convertible Warrant”). As a result of the Acquisition, the percentage ownership held by Inwentash and the Joint Actor increased by 6.7% from the last early warning report filed in connection with the acquisition of infinitii shares, from which the Joint Actor, without Inwentash, reported a 14.7% ownership on a partially diluted basis, assuming the exercise of warrants held.

Immediately prior to the Acquisition, Inwentash and the Joint Actor owned and controlled an aggregate of 17,659,000 common shares and 2,000,000 warrants of infinitii, representing approximately 14.0% of all issued and outstanding common shares of the Company (or approximately 15.3% on a partially diluted basis, assuming exercise of the warrants held). Of this total, Inwentash did not hold any common shares or convertible securities of the Company. The Joint Actor held an aggregate of 17,659,000 common shares and 2,000,000 warrants of the Company, representing approximately 14.0% of the issued and outstanding common shares of infinitii (or approximately 15.3% on a partially diluted basis, assuming exercise of the warrants held).

Immediately following the Acquisition, Inwentash and the Joint Actor owned and controlled an aggregate of 17,659,000 common shares, 2,000,000 warrants, and convertible debentures entitling Inwentash and the Joint Actor to acquire 5,000,000 Subject Convertible Shares and 5,000,000 Subject Convertible Warrants of the Company, representing approximately 14.0% of all issued and outstanding common shares of the Company (or approximately 21.4% on a partially diluted basis, assuming exercise of the warrants and Subject Debentures held). Of this total, Inwentash held only convertible debentures entitling Inwentash to acquire 1,000,000 Subject Convertible Shares and 1,000,000 Subject Convertible Warrants, representing 0.0% of the issued and outstanding common shares of the Company (or approximately 1.6% on a partially diluted basis, assuming exercise of Subject Debentures held). The Joint Actor held an aggregate of 17,659,000 common shares, 2,000,000 warrants, and convertible debentures entitling the Joint Actor to acquire 4,000,000 Subject Convertible Shares and 4,000,000 Subject Convertible Warrants of the Company, which represents approximately 14.0% of the issued and outstanding common shares of the Company (or approximately 20.3% on a partially diluted basis, assuming exercise of the warrants and Subject Debentures held).

4. Consideration Paid

The Subject Debentures were acquired for total consideration paid of \$350,000.

5. Purpose of the Transaction

The holdings of securities of the Company by Inwentash and the Joint Actor are managed for investment purposes. Inwentash 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.

Section 2.3 of National Instrument 45-106 on the basis that each of Inwentash and the Joint Actor 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 10th day of February, 2023

“Sheldon Inwentash”

Sheldon Inwentash