

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: ThreeD Capital Inc. (the "Issuer").

Trading Symbol: IDK.

Date: May 15, 2018.

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 110,613,092 common shares, 35,637,000 warrants and 18,790,502 stock options.

Date of News Release Announcing Private Placement: N/A.

Closing Market Price on Day Preceding the Issuance of the News Release: \$N/A.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
William M O'Hara 314-6 Drummond Street Etobicoke, ON M8V 1Y8	76,923	0.13	(3)	Section 2.3 of NI 45-106	None	May 16, 2018	Non-related
Walter Luke 961 Bexhill Road Mississauga, ON L5H 3L3	300,000	0.13	(3)	Section 2.3 of NI 45-106	None	May 8, 2018	Non-related

Bruce Plante 8 Stonecraft Place Toronto, ON M1E 4J9	100,000	0.13	(3)	Section 2.3 of NI 45-106	None	May 7, 2018	Non- related
Nadia Iskander 14 Thornbush Court Richmond Hill, ON L4S 1Z9	400,000	0.13	(3)	Section 2.3 of NI 45-106	50,000 shares	May 16, 2018	Non- related
Alan Friedman 7 Coulson Ave Toronto, ON M4V 1Y3	153,846	0.13	(3)	Section 2.3 of NI 45-106	None	May 16, 2018	Non- related
Belgravia Capital International Inc. #3-3185 Via Centrale Kelowna, BC, V1V 2A7	192,307	0.13	(3)	Section 2.3 of NI 45-106	None	May 8, 2018	Non- related
Jerome Cliche 163 Olivier Morel Cargnan, QC, J3L 5S8	154,000	0.13	(3)	Section 2.3 of NI 45-106	None	May 9, 2018	Non- related
Sheldon Inwentash 126 Old Forest Hill Road Toronto, Ont. M5P 2R9	500,000	0.13	(3)	Section 2.3 of NI 45-106	5,144,677 shares, 2,000,000 warrants, 9,075,000 options	May 14, 2018	Related (Director and Officer)
Raquel Inwentash 180 Madison Ave, Unit #2 Toronto, Ont. M5R 2S5	3,605,000	0.13	(3)	Section 2.3 of NI 45-106	2,500,000 shares, 2,500,000 warrants	May 11, 2018	Non- related
Lynn Factor 126 Old Forest Hill Road Toronto, Ont. M5P 2R9	445,000	0.13	(3)	Section 2.3 of NI 45-106	5,661,500 shares, 5,800,000 warrants	May 16, 2018	Non- related
Tuyen Nguyen 44 Rusty Trail Vaughan, ON L4J 2C3	760,000	0.13	(3)	Section 2.3 of NI 45-106	None	May 14, 2018	Non- related
Donal Carroll 55 North Drive Toronto, ON M9A 4R1	230,769	0.13	(3)	Section 2.3 of NI 45-106	None	May 16, 2018	Non- related
Scott Breard 3339 Kings Masting Cres.	115,385	0.13	(3)	Section 2.3 of NI 45-106	None	May 16, 2018	Non- related

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Mississauga, ON L5L 1G5							
George Tsiolis 11 Norcliffe Drive, King City, ON L7B 1L9 416-710-9002	150,000	0.13	(3)	Section 2.3 of NI 45-106	100,000 warrants, 250,000 options	May 14, 2018	Non- related
Yash Mody 37 Tuscarora Drive Toronto, ON M2H 2K4	100,000	0.13	(3)	Section 2.3 of NI 45-106	None	May 16, 2018	Non- related
Valley Mining One Corp. 102 Port Union Rd Scarborough, ON M1C 5K4	140,000	0.13	(3)	Section 2.3 of NI 45-106	41,666 shares, 458,334 options	May 16, 2018	Related (a company controlled by a Director of the Issuer)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

(3) Each Unit is comprised of one common share and one share purchase warrant, with each share purchase warrant entitling the holder thereof to acquire one additional common share at an exercise price of \$0.20 per share for a period of three years.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: \$965,019.90 .
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. General working capital purposes and purchase of investments .
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
- If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A

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5. Description of securities to be issued:
- (a) Class Units, each Unit being comprised of one common share and one share purchase warrant .
 - (b) Number 7,423,230 .
 - (c) Price per security \$0.13 per Unit .
 - (d) Voting rights One vote per common share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 7,423,230 .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 7,423,230 common shares .
_____ .
 - (c) Exercise price \$0.20 per share .
 - (d) Expiry date May 16, 2021 .
_____ .
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
 - (b) Cash N/A .

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- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A .
- (f) Exercise price of any options, warrants etc. N/A .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A .
11. State whether the private placement will result in a change of control.
No .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____ .

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____ .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ .

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8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

_____.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____.

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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 15, 2018.

Gerry Feldman
Name of Director or Senior
Officer

Signature

Chief Financial Officer
and Corporate Secretary
Official Capacity