

CERTIFICATE

TO: THE CANADIAN SECURITIES EXCHANGE

I, Gerry Feldman, as the duly appointed Chief Financial Officer and Corporate Secretary of ThreeD Capital Inc. (the "Corporation"), hereby certify, on behalf of the Corporation and not in my personal capacity, intending that the same may be relied upon by you without further inquiry, as follows:

1. the Corporation completed a private placement on August 23, 2018 (the "Private Placement") pursuant to which it issued an aggregate of 13,220,000 units (the "Units") at a price of \$0.10 per Unit; and
2. the Corporation has received aggregate gross proceeds of \$1,322,000.00 in connection with the Private Placement.

DATED this 23th day of August, 2018.

THREED CAPITAL INC.

Per
:



Gerry Feldman
Chief Financial Officer and Corporate
Secretary