

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 July 2, 2019 (the "Private Placement") pursuant to which it issued an aggregate of 10,192,026 units (the "Units") at a price of \$0.065 per Unit; and
2. the Corporation has received aggregate gross proceeds of \$662,481.69 in connection with the Private Placement.

DATED this 2nd day of July, 2019.

THREED CAPITAL INC.

Per
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A handwritten signature in black ink, appearing to read 'Gerry Feldman', is written over a horizontal line.

Gerry Feldman
Chief Financial Officer and Corporate
Secretary