

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

ThreeD Capital Inc. (the “Listed Issuer”) hereby certifies to CSE
[Name of Listed Issuer]

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 Policy 1).

Date: February 24, 2020

Signed: _____

(Signature)

Gerry Feldman

(Print Name)

Chief Financial Officer and Corporate
Secretary

(Print Office)