

CERTIFICATE

The undersigned hereby certifies on behalf of ThreeD Capital Inc. (the “**Company**”) and not in his personal capacity that attached hereto as Exhibit “A” is a true and complete copy of the resolutions of the shareholders of the Company, all of which have been duly and validly passed in accordance with applicable law, and are in full force and effect.

DATED the 27th day of April, 2020.

THREED CAPITAL INC.

Per:

A handwritten signature in black ink, appearing to read "M. Feldman", is written over a horizontal line.

Authorized Signatory

EXHIBIT "A"
RESOLUTIONS OF THE SHAREHOLDERS OF THREED CAPITAL INC.
(the "Company")

BE IT HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of the Company be amended to provide that the issued and outstanding common shares of the Company immediately upon the effective date of such action, be consolidated on the basis of one "new" common share for up to every five common shares then issued and outstanding such final basis of consolidation to be determined at the discretion of the board of directors of the Company (the "**Consolidation**").
2. The preparation, execution and filing of the articles of amendment evidencing the Consolidation, be and is hereby authorized and approved in such form as may be approved by any director or officer, the execution and filing of such articles of amendment being conclusive evidence of such approval.
3. Notwithstanding the approval of this special resolution, the directors of the Company be and are hereby authorized and empowered to revoke this special resolution at any time prior to the filing of such articles of amendment to effect the Consolidation without further approval of the shareholders of the Company.
4. Any director or officer of the Company be, and such director or officer of the Company hereby is, authorized, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfill the intent of this special resolution.
5. Upon the articles of amendment giving effect to the Consolidation becoming effective in accordance with the provisions of the *Canada Business Corporations Act*, the Articles of the Company shall be amended accordingly.