

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

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

Trading Symbol: IDK

Issued and Outstanding Securities of the Issuer Prior to Transaction: 52,078,493 common shares and 5,965,000 stock options

Date of News Release Fully Disclosing the Transaction: April 3, 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer entered into an agreement (the "Agreement") with PHK Investments LLC ("PHK"), on April 3, 2024, to provide investor relations services to the Issuer. Pursuant to the Agreement, the Issuer will pay a fixed monthly fee of £6,875 (the "Monthly Fee") and up to £20,000 in monthly ad spend, which includes the use of third-party social media influencers and web-based platforms if requested by the Issuer.

PHK is entirely arm's length to the Issuer. PHK's services shall be provided through various mediums as may be determined between the parties from time to time, including social media, email, in-person networking, website deliverables, and video development. The services provided by PHK commenced April 3, 2024 and will continue for a six-month term (resulting in an aggregate Monthly Fee of £41,250). PHK will engage with investors through various digital marketing and social media platforms, to facilitate greater investor awareness and widespread dissemination of ThreeD Capital's news.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: Approximately \$70,400 Canadian dollars (£41,250) in aggregate Monthly Fees, with an additional \$204,700 Canadian dollars (£120,000 in aggregate ad spend) if requested by the Issuer, for total possible aggregate consideration of \$275,100 Canadian dollars.
 - (b) Cash: \$275,100 Canadian dollars (\$70,400 in aggregate Monthly Fees and \$204,700 in ad spend, if requested by the Issuer) .
 - (c) Other: N/A
 - (d) Work commitments: N/A .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
- Arm's length negotiation
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: None .
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A .
6. 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 transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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 .
 - (c) Other N/A .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.
N/A
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A _____
_____.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Please refer to section 1 above for details regarding the Agreement.

3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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 CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated April 3, 2024.

Matthew Davis

Name of Director or Senior
Officer

/s/ "Matthew Davis"

Signature

Chief Financial Officer and
Corporate Secretary

Official Capacity