# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: IDK

Date: May 12, 2020

### 1. New Options Granted:

Date of Grant: May 12, 2020

| Name of Optionee | Position (Director/ Officer/ Employee/ Consultant/ Management Company | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
|---|---|---|---|---|---|---|
| Sheldon Inwentash | Director/Officer | Y | 250,000 | 0.10 | May 12, 2025 | Nil |
| Jakson Inwentash | Director/Employee | Y | 50,000 | 0.10 | May 12, 2025 | 62,500 |
| Alan Myers | Director | Y | 50,000 | 0.10 | May 12, 2025 | Nil |
| Steven Gray | Director | Y | 50,000 | 0.10 | May 12, 2025 | Nil |
| Wayne V. Isaacs | Director | Y | 50,000 | 0.10 | May 12, 2025 | Nil |
| | | | | | | |

Total Number of optioned shares proposed for acceptance: 450,000 .

## 2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares[1] | Exercise Price | Original Date of Grant | Expiry Date |
|---|---|---|---|---|
| Sheldon Inwentash | 166,666 | $ 1.20 | April 11, 2019 | April 11, 2024 |
| | 138,888 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 166,666 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 500,000 | 1.92 | March 1, 2018 | March 1, 2023 |
| | 125,000 | 2.52 | November 30, 2017 | November 30, 2022 |
| | 125,000 | 1.80 | January 16, 2017 | January 16, 2022 |
| Gerry Feldman | 125,000 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 12,500 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 208,333 | 1.92 | March 1, 2018 | March 1, 2023 |
| | 29,166 | 1.80 | January 16, 2017 | January 16, 2022 |
| Jakson Inwentash | 62,500 | 0.40 | September 18, 2019 | September 18, 2024 |
| | 20,833 | 1.20 | April 11, 2019 | April 11, 2024 |
| Steven Mintz | 29,166 | 1.80 | January 16, 2017 | January 16, 2022 |
| Allen Lone | 48,611 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 8,333 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 62,500 | 1.92 | March 1, 2018 | March 1, 2023 |
| | 6,944 | 1.80 | January 16, 2017 | January 16, 2022 |
| Warren Goldberg | 2,778 | 1.90 | January 16, 2017 | January 16, 2022 |
| Arno Brand | 48,611 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 20,333 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 20,833 | 1.92 | March 1, 2018 | March 1, 2023 |
| Alan Myers | 58,333 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 8,333 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 20,833 | 1.92 | March 1, 2018 | March 1, 2023 |
| Denis Laviolette | 16,666 | 2.52 | November 30, 2017 | November 30, 2022 |
| | 41,666 | 1.80 | January 16, 2017 | January 16, 2022 |
| Binh Quach | 58,333 | 1.20 | December 14, 2018 | December 14, 2023 |
| | 12,500 | 1.20 | September 14, 2018 | September 14, 2023 |
| | 62,500 | 1.92 | March 1, 2018 | March 1, 2023 |
| | 8,333 | 2.40 | November 16, 2017 | November 16, 2022 |
| | 8,333 | 1.80 | January 16, 2017 | January 16, 2022 |

| | | | | |
|---|---|---|---|---|
| Cathy Kollar | 6,250<br>4,166<br>4,166<br>2,083 | 1.20<br>1.92<br>1.20<br>1.80 | December 14, 208<br>March 1, 2018<br>October 12, 2017<br>January 16, 2017 | December 14, 2023<br>March 1, 2023<br>October 12, 2022<br>January 16, 2022 |
| Maggie Ngo | 4,166<br>2,083<br>1,250<br>2,083 | 1.20<br>1.92<br>2.40<br>1.80 | December 14, 2018<br>March 1, 2018<br>November 16, 2017<br>January 16, 2017 | December 14, 2023<br>March 1, 2023<br>November 16, 2022<br>January 16, 2022 |
| Synerdigital Corporation | 20,833 | 1.20 | October 12, 2017 | October 12, 2020 |
| Valley Mining One Corp | 17,361 | 1.20 | October 12, 2017 | October 12, 2020 |
| Ilke Kartunay | 8,333 | 2.40 | November 16, 2017 | November 16, 2020 |
| David Schirmer | 20,833 | 2.64 | November 21, 2017 | November 21, 2020 |
| Lucid Trilogy Inc. | 8,333 | 2.52 | December 5, 2017 | December 5, 2020 |
| Francois Dumas | 20,833 | 2.52 | January 3, 2018 | January 3 2021 |
| George Tsiolis | 20,833 | 5.16 | January 9, 2018 | January 9, 2021 |
| Dr. Wei-Tek Tsai | 20,833 | 5.16 | January 9, 2018 | January 9, 2021 |
| | | | | |

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

On April 7, 2020, the Issuers' shareholders reapproved the amended 2006 stock option plan as described in the Management Information Circular dated February 20, 2020.

(b) State the date of the news release announcing the grant of options.

N/A

(c) State the total issued and outstanding share capital at the date of grant or amendment.

At the date option grant, there were 31,606,368 common shares outstanding.

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to

incentive stock options, including new options, amended options and other presently outstanding options.

Including the new options granted, there are 2,837,180 options outstanding (9.0% of the issued and outstanding shares of the Issuer).

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

Pursuant to the 2006 Plan, there are 3,484,094 shares remaining for issuance under the plan after the new options are granted.

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

On May 8, 2020, the Issuer completed a private placement at a price of $0.10 per Unit to raise aggregate gross proceeds of $100,000. Each Unit consisted of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional common share of the Company at an exercise price of $0.15 until May 8, 2023.

On February 24 2020, the Issuer completed a private placement at a price of $0.12 per Unit to raise aggregate gross proceeds of $300,000. Each Unit consisted of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional common share of the Company at an exercise price of $0.20 until February 24, 2023.

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None.

## 4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. 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).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated May 12, 2020

Sheldon Inwentash
Name of Director or Senior Officer

Signature

Chairman and Chief Executive Officer
Official Capacity