FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: IDK

Date: March 26, 2021

1. New Options Granted:

Date of Grant: March 26, 2021

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
Gerry Feldman	Director	Yes	200,000	1.25	March 26, 2026	300,000
Lancaster Capital Advisory Corp.	Consultant	Yes	200,000	1.25	March 26, 2026	0
Piero Amodeo	Consultant	No	100,000	1.25	March 26, 2026	100,000
Arno Brand	Consultant	No	100,000	1.25	March 26, 2026	0

Total Number of optioned shares proposed for acceptance: 600,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares[(1)]	Exercise Price	Original Date of Grant	Expiry Date
Sheldon Inwentash	1,000,000	$ 0.75	January 15, 2021	January 15, 2026
	1,000,000	0.30	September 15, 2020	September 15, 2025
	250,000	0.10	May 12, 2020	May 12, 2025
	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	100,000	0.75	January 15, 2021	January 15, 2026
	200,000	0.30	September 15, 2020	September 15, 2025
	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	150,000	0.75	January 15, 2021	January 15, 2026
	50,000	0.40	September 15, 2020	September 15, 2025
	50,000	0.10	May 12, 2020	May 12, 2025
	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
Warren Goldberg	2,778	1.80	January 16, 2017	January 16, 2022
Alan Myers	50,000	0.75	January 15, 2021	January 15, 2026
	50,000	0.30	September 15, 2020	September 15, 2025
	50,000	0.10	May 12, 2020	May 12, 2025
	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
Steven Gray	50,000	0.75	January 15, 2021	January 15, 2026
	50,000	0.30	September 15, 2020	September 15, 2025
	50,000	0.10	May 12, 2020	May 12, 2025
Wayne Isaacs	50,000	0.75	January 15, 2021	January 15, 2026
	50,000	0.30	September 15, 2020	September 15, 2025
	50,000	0.10	May 12, 2020	May 12, 2025

Denis Laviolette	16,666 41,666	2.52 1.80	November 30, 2017 January 16, 2017	November 30, 2022 January 16, 2022
Binh Quach	50,000 100,000 58,333 12,500 62,500 8,333 8,333	0.75 0.30 1.20 1.20 1.92 2.40 1.80	January 15, 2021 September 15, 2020 December 14, 2018 September 14, 2018 March 1, 2018 November 16, 2017 January 16, 2017	January 15, 2026 September 15, 2025 December 14, 2023 September 14, 2023 March 1, 2023 November 16, 2022 January 16, 2022
Cathy Kollar	10,000 6,250 4,166 4,166 2,083	0.30 1.20 1.92 1.20 1.80	September 15, 2020 December 14, 2018 March 1, 2018 October 12, 2017 January 16, 2017	September 15, 2025 December 14, 2023 March 1, 2023 October 12, 2022 January 16, 2022
Maggie Ngo	10,000 4,166 2,083 1,250 2,083	0.30 1.20 1.92 2.40 1.80	September 15, 2020 December 14, 2018 March 1, 2018 November 16, 2017 January 16, 2017	September 15, 2025 December 14, 2023 March 1, 2023 November 16, 2022 January 16, 2022
Reisa D'Eri	10,000	0.30	September 15, 2020	September 15, 2025
David Schirmer	20,833	2.64	November 21, 2017	November 21, 2020
Piero C Amodeo	50,000 50,000	0.30 0.40	September 15, 2020 November 19, 2020	September 15, 2023 November 19, 2023
Silver Sage LLC	50,000	0.40	November 19, 2020	November 19, 2023

(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 45,958,770 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 5,352,074 options outstanding (11.6% 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 3,839,680 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 January 7, 2021, the Issuer issued 185,185 shares at a deemed price of $0.81 per share in consideration for the acquisition of an aggregate of 600,000 units (the "Units") of ZeU Technologies Inc. ("ZeU") at a price of $0.25 per Unit. Each Unit consists of one common share of ZeU and one share purchase warrant of ZeU, with each such share purchase warrant being exercisable to acquire one additional common share of ZeU at an exercise price of $0.35 for a period of two years following the date of issuance.

On February 2, 2021, the Issuer issued 48,010 shares at a deemed price of $0.729 per share in satisfaction of certain marketing services provided to the Company by North Equities Corp. ("North") which are valued at $35,000.

On March 19, 2021, the Issuer issued 434,782 shares at a deemed price of $1.15 per share in consideration for the acquisition of an aggregate of 10,000,000 common shares of Birchtree Investments Ltd. at a price of $0.05 per share.

(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 March 26, 2021

Lynn Chapman
Name of Director or Senior Officer

Signature

Chief Financial Officer and Corporate Secretary
Official Capacity