FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: IDK

Date: August 12, 2021

1. New Options Granted:

Date of Grant: August 12, 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
Florton Artias Consulting Inc.	Consultant	No	-	$1.13	Aug 11, 2023	-

Total Number of optioned shares proposed for acceptance: 300,000

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	15-Jan-21	15-Jan-26
	1,000,000	0.30	15-Sep-20	15-Sep-25
	250,000	0.10	12-May-20	12-May-25
	166,666	1.20	11-Apr-19	11-Apr-24
	138,888	1.20	14-Dec-18	14-Dec-23
	166,666	1.20	14-Sep-18	14-Sep-23
	500,000	1.92	01-Mar-18	01-Mar-23
	125,000	2.52	30-Nov-17	30-Nov-22
	125,000	1.80	16-Jan-17	16-Jan-22
Gerry Feldman	208,333	1.92	01-Mar-18	01-Mar-23
	200,000	1.25	26-Mar-21	26-Mar-26
Jakson Inwentash	150,000	0.75	15-Jan-21	15-Jan-26
	50,000	0.40	15-Sep-20	15-Sep-25
	50,000	0.10	12-May-20	12-May-25
	62,500	0.40	18-Sep-19	18-Sep-24
	20,833	1.20	11-Apr-19	11-Apr-24
Steven Mintz	29,166	1.80	16-Jan-17	16-Jan-22
Lancaster Capital Advisory Corp.	200,000	1.25	26-Mar-21	26-Mar-26
Warren Goldberg	2,777	1.80	16-Jan-17	16-Jan-22
Alan Myers	50,000	0.75	15-Jan-21	15-Jan-26
	20,833	1.92	01-Mar-18	01-Mar-23
Steven Gray	50,000	0.75	15-Jan-21	15-Jan-26
	50,000	0.30	15-Sep-20	15-Sep-25
	25,000	0.10	12-May-20	12-May-25
Wayne Isaacs	50,000	0.75	15-Jan-21	15-Jan-26
	50,000	0.30	15-Sep-20	15-Sep-25
	50,000	0.10	12-May-20	12-May-25
Denis Laviolette	16,666	2.52	30-Nov-17	30-Nov-22
	41,666	1.80	16-Jan-17	16-Jan-22

Binh Quach	62,500	1.92	01-Mar-18	01-Mar-23
	8,333	2.4	16-Nov-17	16-Nov-22
Cathy Kollar	10,000	0.30	15-Sep-20	15-Sep-25
	6,250	1.20	14-Dec-18	14-Dec-23
	4,166	1.92	01-Mar-18	01-Mar-23
	4,166	1.20	12-Oct-17	12-Oct-22
	2,083	1.80	16-Jan-17	16-Jan-22
Maggie Ngo	10,000	0.30	15-Sep-20	15-Sep-25
	4,166	1.20	14-Dec-18	14-Dec-23
	2,083	1.92	01-Mar-18	01-Mar-23
	1,250	2.40	16-Nov-17	16-Nov-22
	2,083	1.80	16-Jan-17	16-Jan-22
Reisa D'Eri	10,000	0.30	15-Sep-20	15-Sep-25
Piero C Amodeo	50,000	0.30	15-Sep-20	15-Sep-23
	50,000	0.40	19-Nov-20	19-Nov-23
	100,000	1.25	26-Mar-21	26-Mar-26
Arno Brand	100,000	1.25	26-Mar-21	26-Mar-26
Silver Sage LLC	50,000	0.40	19-Nov-20	19-Nov-23

(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 June 30, 2021, the Issuers' shareholders reapproved the amended 2006 stock option plan as described in the Management Information Circular dated May 17, 2021.

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

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

At the option grant date, there were 46,336,552 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 5,627,074 options outstanding (12.1% 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 3,640,236 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.

The Issuer has not completed any public distributions of its securities within 90 days

(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 August 12, 2021

Lynn Chapman
Name of Director or Senior Officer

Signature

Chief Financial Officer and Corporate Secretary
Official Capacity