

**FORM 12 - UPDATED**

**NOTICE OF PROPOSED STOCK CONSOLIDATION  
OR RECLASSIFICATION**

Name of Listed Issuer: 37 Capital Inc. ( the "Issuer")

Trading Symbol: JJJ.X

Date: June 11, 2021

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

By means of News Release dated May 25, 2021, the Issuer announced that it will be consolidating its common shares on the basis of five old common shares for one new common share (5:1), effective on or about June 15, 2021.

2. Number of securities outstanding and reserved for issuance following the reclassification

Outstanding after consolidation:	<u>4,495,947</u>
Reserved after consolidation:	<u>944,997</u>
Fully Diluted:	<u>5,440,944</u>

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

Immediately after the consolidation of the Issuer's share capital, it is anticipated that there shall be less liquidity in the market for the Issuer's listed securities, and the voting and equity rights of the Issuer's public shareholders shall be unaffected. However, after the consolidation of the Issuer's share capital, the voting and equity rights of the Issuer's public shareholders could be adversely affected if the Issuer effects equity financings and/or if the Issuer acquires projects of merit through the issuance of the Issuer's shares.

4. Date of shareholders' meeting to approve the reclassification

Pursuant to section 9 of the Business Corporations Act (*British Columbia*), shareholders' approval is not required for the consolidation of the Company's share capital, however, the Board of Directors of the Issuer has passed a resolution on May 21, 2021 approving the consolidation of the Issuer's share capital.

5. Record date for the reclassification

June 16, 2021

**6. 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 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated June 11, 2021.

Jake H. Kalpakian

Name of Director or Senior  
Officer

"Jake H. Kalpakian"

Signature

President & CEO

Official Capacity