

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: JJJ.

Date: October 25, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 2,067,724.

Date of News Release Announcing Private Placement: October 23, 2017 (Shares for Debt).

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.12 on October 23, 2017 (NR issued after the market).

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form) - SHARES FOR DEBT

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Jackpot Digital Inc. Suite 400 – 570 Granville Street, Vancouver, BC V6C 3P1	4,249,985 units (to be issued)	\$0.09 per unit. Each unit consists one common share and one warrant	One warrant is exercisable at \$0.12 per share for 5 years	NI 45-106 sec. 2.14	Nil	N/A	Related by certain common directors
Kalpakistan Bros. of BC Ltd. c/o Suite 400 – 570 Granville Street, Vancouver, BC V6C 3P1	175,000 units (to be issued)	\$0.09 per unit. Each unit consists one common share and one warrant	One warrant is exercisable at \$0.12 per share for 5 years	NI 45-106 sec. 2.14	9,464	N/A	Two directors and an officer of the Issuer are the owners of Kalpakistan Bros of BC Ltd.

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: Total debt to be settled is \$398,248.65 .
2. Provide full details of the use of the proceeds. 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 has agreed to settle outstanding debts to two creditors through the issuance of units where one unit consists of one common share and one share purchase warrant exercisable at \$0.12 per share for five years. .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: The Issuer owes Jackpot Digital Inc. ("Jackpot") the total amount of \$382,498.65 for shared office rent, office support services and miscellaneous office expenses provided by Jackpot to the Issuer from August 1, 2014 up to September 30, 2017. In addition, the Issuer owes Kalpakian Bros. of BC Ltd. the amount of \$15,750 for unpaid management fees from May 1, 2016 up to July 31, 2016. .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. – **Documents to follow.**
5. Description of securities to be issued:
 - (a) Class Units .
 - (b) Number 4,424,985 .
 - (c) Price per security \$0.09 per unit .
 - (d) Voting rights one voting right for one common share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 4,424,985 .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 4,424,985 .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

- (c) Exercise price \$0.12 .
- (d) Expiry date Five years .
7. Provide the following information if debt securities are to be issued: **Not Applicable**
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. 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 placement (including warrants, options, etc.): **Not Applicable**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
- Not Applicable _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- None. _____ .
11. State whether the private placement will result in a change of control.

The debt settlement agreement with Jackpot Digital will result in a change of control. .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. Jackpot Digital Inc. (publicly listed company on the TSX.V - widely held)

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition - This entire section is not applicable

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____ .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____ .

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____ .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ .

8. 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 acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (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): _____ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
None.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
Not Applicable.
 _____ .

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 25, 2017 .

Bedo H. Kalpakian

Name of Director or Senior
Officer

"Bedo H. Kalpakian"

Signature

Director

Official Capacity