

FORM 7

MONTHLY PROGRESS REPORT

Name of CNSX Issuer: 37 Capital Inc. (the "Issuer" or the "Company" or the "Corporation" or "37 Capital").

Trading Symbol: JJJ

Number of Outstanding Listed Securities: 1,067,724

Date: May 5, 2015

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

The principal business of the Company is the identification, acquisition, exploration and, if warranted, the development of natural resource properties.

2. Provide a general overview and discussion of the activities of management.
- a) ***Management is currently pursuing the possibilities of acquiring opportunities of merit for the Company, and is actively pursuing the possibilities of raising funds for the Company.***
 - b) ***The Company's year-end audited financial statements and the management's discussions and analysis for the year ended December 31, 2014 have been filed on www.sedar.com and can also be viewed on the Company's Disclosure Page on the CSE's website.***
 - c) ***The Company's Annual Report on Form 20-F for the year ended December 31, 2014 has been filed with the U.S. Securities & Exchange Commission in Washington, D.C. and can be viewed by accessing www.sec.gov.***
 - d) ***The Company has also filed on the Company's Disclosure Page on the CSE's website the Company's Form 20-F for the year ended December 31, 2014 as the Company's Annually Updated Listing Statement.***
 - e) ***The Company has also filed with the British Columbia Securities Commission the Company's Annual Report on Form 20-F for the year ended December 31, 2014 as the Company's alternate Annual Information Form ("AIF"). The AIF can be viewed by accessing www.sedar.com.***
 - f) ***On May 4, 2015, the Company announced that it has entered into an arrangement agreement (the "Arrangement Agreement") with 27 Red Capital Inc. ("Spinco1") and 4 Touchdowns Capital Inc. ("Spinco2"), each a private British Columbia company and wholly-owned subsidiary of the Company.***

Pursuant to the Arrangement Agreement, the Company has agreed to transfer to each of Spinco1 and Spinco2, cash and a promissory note in consideration for the issuance of common shares of the Company on a one-for-one and pro-rata basis to each of Spinco1 and Spinco2 and to distribute these common shares to the Company's shareholders pursuant to a plan of arrangement under the Business Corporations Act (British Columbia) (the "Plan of Arrangement"). The number of common shares to be issued will be determined by the number of issued and outstanding common shares of the Company as of the effective date of the Plan of Arrangement.

The Company will seek approval of the Plan of Arrangement at a special meeting of its shareholders to be held on June 4, 2015 (the "Meeting"). Further information regarding the Arrangement Agreement and the Plan of Arrangement will be set forth in the notice of meeting and information circular to be prepared in connection with the Meeting. A copy of the Arrangement Agreement is available on SEDAR.

Should the Plan of Arrangement receive approval at the Meeting, it is anticipated that the Plan of Arrangement will be made effective shortly thereafter. Upon completion of the Plan of Arrangement, each of Spinco1 and Spinco2 will become a reporting issuer in British Columbia, Alberta and Quebec. Upon completion of the Plan of Arrangement, it is intended that each of Spinco1 and Spinco2 will enter into a definitive agreement to acquire a business. Completion of the Plan of Arrangement is subject to certain conditions, including shareholder approval and the approval of the Supreme Court of British Columbia.

Should the Plan of Arrangement be implemented, it is anticipated that shareholders of the Company will:

- ***retain their current interest in the Company; and***
- ***obtain a 100% interest in each of Spinco1 and Spinco2, each of which will be a reporting issuer in British Columbia, Alberta and Quebec and each of which will have working capital to acquire a business.***

The directors of the Company have unanimously concluded that the Arrangement is in the best interests of the Company and fair to all shareholders of the Company. They believe this will be beneficial to the shareholders of the Company, as it is intended that each of Spinco1 and Spinco2 will enter into a definitive agreement to acquire a business upon completion of the Arrangement.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

None.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

As of April 30, 2015, a private company owned by two directors of the Issuer, and a director of the Issuer have lent the Issuer a total amount of \$35,000. These loans have accrued interest in the amount of \$33.75.

14. Provide details of any securities issued and options or warrants granted.

None.

15. Provide details of any loans to or by Related Persons.

Please see item #13 above.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

Certain trends that may impact the Issuer are:

i. Exploration of mineral prospects involves a high degree of risk which even experience, knowledge and careful evaluation may not be able to avoid. Furthermore, exploration and development of mineral prospects require substantial capital, which may or may not be available to the Company,

ii. Governmental regulations, including those regulations governing the protection of the environment, taxes, labour standards, occupational health, waste disposal, mine safety and other matters, could have an adverse impact on the Issuer and,

iii. Due to the difficulties encountered by junior resource companies in raising funds, companies such as 37 Capital will have difficulty in acquiring mineral properties of merit.

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 were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: May 5, 2015

Bedo H Kalpakian
Name of Director or Senior Officer

/s/ "Bedo H Kalpakian"
Signature

President, CEO, CFO & Director
Official Capacity

Issuer Details Name of Issuer 37 Capital Inc.	For Month End April 30, 2015	Date of Report YY/MM/D 2015/05/05
Issuer Address Suite 300 – 570 Granville Street		
City/Province/Postal Code Vancouver, BC V6C 3P1	Issuer Fax No. (604) 681-9428	Issuer Telephone No. (604) 681-1519
Contact Name Bedo H. Kalpakian	Contact Position President, CEO, CFO & Director	Contact Telephone No. (604) 681-1519 ext. 6106
Contact Email Address info@37capitalinc.com	Web Site Address www.37capitalinc.com	