

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with the disposition (“Disposition”) of common shares of GoldSpot Discoveries Corp. (the “Company”), 130 Spadina Avenue, Suite 401, Toronto, Ontario M5V 2L4. The Disposition were through the facilities of the TSX Venture Exchange.

2. Identity of Disposer

The Disposition described in item 1 above took place on October 1, 2019, and involved a disposition by ThreeD Capital Inc. (“ThreeD”) and did not involve any joint actors of ThreeD.

ThreeD Capital Inc.
130 Spadina Avenue, Suite 401
Toronto, ON, M5V 2L4

3. Interest in Securities of the Reporting Issuer

On October 1, 2019, ThreeD disposed of ownership and control of an aggregate of 601,000 common shares of the Company (the “Subject Shares”). The Subject Shares represented approximately 0.6% of all issued and outstanding common shares of the Company as of October 1, 2019, resulting in a corresponding change to the percentage ownership by ThreeD. Immediately prior to the Disposition, ThreeD owned and controlled an aggregate of 9,670,882 common shares of the Company, representing approximately 10.2% of all issued and outstanding common shares of the Company as of October 1, 2019. Immediately following the Disposition, ThreeD owns and controls an aggregate of 9,069,882 common shares of the Company, representing approximately 9.6% of all issued and outstanding common shares of the Company as of October 1, 2019. Neither ThreeD nor any of its joint actors own any other securities of the Company.

4. Consideration Paid.

\$0.09 per Subject Share for aggregate consideration of \$54,090.00.

5. Purpose of the Transaction

The holdings of securities of the Company by ThreeD are managed for investment purposes. ThreeD may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

As at October 1, 2019, included in the total common shares of the Company held by ThreeD following the Disposition, are 5,441,882 common shares (“Escrowed Shares”) which are subject to a Tier 1 Value Escrow Agreement as required by the TSX Venture Exchange. The Escrowed Shares shall be released in accordance with such escrow agreement as follows: 2,720,941 Escrowed Shares release on February 19, 2020 and 2,720,941 Escrowed Shares release on August 19, 2020.

7. Change in Material Fact.

Not applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that the acquiror of the Subject Shares is a “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 29th day of October, 2019

THREED CAPITAL INC.

“Gerry Feldman”

Gerry Feldman, CPA, CA

Chief Financial Officer and Corporate Secretary