

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

37 Capital Inc. (the "Company")  
Suite 300 - 570 Granville Street  
Vancouver, BC V6C 3P1

**Item 2 Date of Material Change**

February 6, 2017

**Item 3 News Release**

The news release was filed on SEDAR and disseminated through Stockwatch and Bay Street News (Market News Publishing).

**Item 4 Summary of Material Change**

The Company reported that a Notice of Civil Claim has been filed in the Supreme Court of British Columbia by 310047 B.C. Ltd. against the Company for the sum of \$53,024.40 being monies due by the Company to 310047 B.C. Ltd. pursuant to an assignment by the Company's solicitor Clark Wilson LLP.

**Item 5 Full Description of Material Change**

Please see attached Schedule "A" dated February 6, 2017.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Mr. Bedo H. Kalpakian, President, (604) 681-1519 ext. 6106

**Item 9 Date of Report**

February 15, 2017



SCHEDULE "A"

**NEWS RELEASE**

Commencement of Civil Claim against 37 Capital Inc.

February 6, 2017 – Vancouver, British Columbia – 37 Capital Inc. (the “**Company**” or “**37 Capital**”) (CSE: JJJ) (OTCQB: HHHEF). The Company reports that a Notice of Civil Claim has been filed in the Supreme Court of British Columbia by 310047 B.C. Ltd. against the Company for the sum of \$53,024.40 being monies due by the Company to 310047 B.C. Ltd. pursuant to an assignment by the Company’s solicitor Clark Wilson LLP.

For more information on the Company, please contact us at (604) 681-1519. In addition, please visit the Company’s website at [www.37capitalinc.com](http://www.37capitalinc.com) or the Canadian Securities Exchange’s website at [www.cnsx.ca](http://www.cnsx.ca).

On Behalf of the Board,

**37 Capital Inc.**

“*Bedo H. Kalpakian*”

Bedo H. Kalpakian  
President, CEO & CFO

*The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.*

*Trading in the securities of the Company should be considered speculative.*