

**FORM 51-102F3
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

ThreeD Capital Inc. (formerly Brownstone Energy Inc.) (the “**Company**”)
69 Yonge Street
Suite 1010
Toronto, Ontario
M5E 1K3

Item 2. Date of Material Change

A material change took place effective June 27, 2016

Item 3. Press Release

On June 27, 2016, a news release in respect of the material change was disseminated by the Company.

Item 4. Summary of Material Change

The Company announced that it has has filed articles of amendment today to consolidate the Company’s issued and outstanding common shares on the basis of one (1) new common share for every ten (10) existing common shares and to change the name of the Company to “ThreeD Capital Inc.”

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Gerry Feldman

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 27th day of June, 2016.

SCHEDULE “A”

ThreeD Capital Inc. (formerly Brownstone Energy Inc.) Announces Share Consolidation and Name Change

Toronto – June 27, 2016 – ThreeD Capital Inc. (formerly Brownstone Energy Inc.) (the “Company”) is pleased to announce that it has filed articles of amendment today to consolidate the Company’s issued and outstanding common shares on the basis of one (1) new common share for every ten (10) existing common shares (the “Consolidation”), and to change the name of the Company to “ThreeD Capital Inc.” (the “Name Change”), as previously announced.

The common shares of the Company as adjusted to give effect to the Name Change and Consolidation commenced trading on the Canadian Securities Exchange effective as of June 23, 2016 under the new stock symbol “IDK”. For further details, please refer to the press release of the Company dated June 21, 2016 available on SEDAR at www.sedar.com.

For further information:
Gerry Feldman, CPA, CA
Chief Financial Officer
Phone: 416-941-8900