

**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. (the “Company”)
69 Yonge Street
Suite 1010
Toronto, Ontario
M5E 1K3

Item 2. Date of Material Change

A material change took place effective April 6, 2017

Item 3. Press Release

On April 6, 2017, 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 closed a non-brokered private placement financing, pursuant to which it raised gross proceeds of \$225,000.

Pursuant to the financing, the Company issued 1,500,000 units of the Company (“Units”) at a price of \$0.15 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to acquire one additional common share of the Company at an exercise price of \$0.20 until April 6, 2020.

The Company announced the appointment of Daniel N. Bloch as VP of Business Development and General Council. Daniel is a member of the Law Society of Upper Canada for 18 years as well as being registered as a Foreign Lawyer with the Israeli Bar Association.

The Company also announced the resignation of board director Steven Mintz, effective April 3, 2017, who has resigned to pursue other ventures.

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) 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 6th day of April, 2017.

SCHEDULE “A”

ThreeD Capital Inc. Announces Completion of Private Placement, Appointment of VP Business Development and General Counsel, and Resignation of a Director

Toronto – April 6, 2017 – ThreeD Capital Inc. (the “Company”) is pleased to announce that it has completed a non-brokered private placement (the “Offering”) pursuant to which it has issued 1,500,000 units (“Units) at a price of \$0.15 per Unit to raise aggregate gross proceeds of \$225,000. Each Unit consists of one common share of the Company and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to acquire one additional common share of the Company at an exercise price of \$0.20 until April 6, 2020.

All securities issued and issuable in connection with the second tranche of the Offering are subject to a statutory hold period expiring on August 7, 2017.

The Company announces the appointment of Daniel N. Bloch as VP of Business Development and General Counsel. Daniel is a member of the Law Society of Upper Canada for 18 years as well as being registered as a Foreign Lawyer with the Israeli Bar Association. Daniel’s law practice is global in nature and focuses on domestic and international matters in all areas of corporate finance, mergers and acquisitions, joint ventures, private equity and securities law. Daniel has advised on joint ventures and partnership structures in over 20 countries. Daniel regularly travels to South Africa, Europe and North America, where he has lectured on matters relating to financing structures for international joint ventures and the financing of oil and gas exploration projects. Most recently, he has been involved with the representation of a leading Israeli Pension Fund’s investment in an offshore vehicle, the negotiation of Chinese Sino Foreign Joint Ventures, formation of a Namibian offshore oil exploration company, an Israeli offshore gas exploration company and the financing of a multinational gas exploration company. Daniel’s extensive global energy and negotiation experience enables him to manage complex commercial relationships. In addition to his international commercial practice, Daniel regularly represents and provides general corporate and securities law advice to publicly and privately held entities ranging in size from start up to those with established multi-national operations. Daniel has served as a both an officer and director of Canadian and U.S. publicly listed companies and is a member of the Association of International Petroleum Negotiators.

The Company has granted 500,000 options to a director (as to 250,000) and an officer (as to 250,000) at an exercise price of \$0.15 per share expiring on April 5, 2022.

The Company also wishes to announce the resignation of board director Steven Mintz, effective April 3, 2017, who has resigned to pursue other ventures. The Company thanks Mr. Mintz for his services to the Company.

About ThreeD

ThreeD Capital Inc. is a publicly- traded Canadian-based venture capital firm focused on opportunistic investments in companies in the resource, technology and biotechnology markets.

For further information:

Gerry Feldman, CPA, CA

Chief Financial Officer and Corporate Secretary

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