

**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 July 5, 2017

Item 3. Press Release

On July 5, 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 \$300,000.

The financing was approved by the board of directors pursuant to directors’ resolutions dated July 5, 2017. The transaction is exempt from the formal valuation and minority shareholder approval requirements of applicable securities laws as at the time the financing was agreed to, neither the fair market value of the subject matter of, or the fair market value of the consideration for, the financing insofar as it involves interested parties, exceeded 25% of the Company’s market capitalization.

The financing was completed to raise proceeds for the acquisition of investments and for general working capital purposes.

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 5th day of July, 2017.

SCHEDULE “A”

ThreeD Capital Inc. Announces Completion of Private Placement to Raise \$300,000

Toronto – July 5, 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 3,000,000 units (“Units”) at a price of \$0.10 per Unit to raise aggregate gross proceeds of \$300,000. 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 \$0.15 until July 5, 2020.

All securities issued and issuable in connection with the second tranche of the Offering are subject to a statutory hold period expiring on November 6, 2017.

Proceeds of the Offering will be used for general and administrative expenses and the purchase of investments.

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:

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