

**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 August 1, 2017

Item 3. Press Release

On August 1, 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 entered into an agreement with Agora Internet Relations Corp. (“Agora”) pursuant to which Agora will provide marketing, advertising and related services to the Company for a fee of \$40,000 to be paid by the issuance of common shares of the Company.

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 3rd day of August, 2017.

SCHEDULE “A”

ThreeD Capital Inc. Announces Issuance of Common Shares

Toronto – August 1, 2017 – ThreeD Capital Inc. (the “Company”) (CSE:IDK) is pleased to announce today that it has entered into an agreement with Agora Internet Relations Corp. (“Agora”) pursuant to which Agora will provide marketing, advertising and related services to the Company for a fee of \$40,000 to be paid by the issuance of common shares of the Company (“Common Shares”). The fee is payable in five installments of \$8,000 each (each, an “Installment”), with the first Installment to be paid on August 2, 2017, and the subsequent Installments to become payable at the end of each three-month period thereafter. The price of the Common Shares to be issued as payment for each Installment will be set at the closing price of the Common Shares on the date which such Installment becomes payable. The first Installment will be paid by the issuance of 72,727 Common Shares at a price of \$0.11 per share for an aggregate price of \$8,000.

All amounts are in Canadian dollars. Common Shares issued pursuant to the agreement with Agora will be subject to a four-month hold period from the date of issuance.

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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