

**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 November 14, 2017.

**Item 3.                    Press Release**

On November 14, 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 \$1,605,000.

The financing was approved by the board of directors pursuant to directors’ resolutions dated November 9, 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. A material change report is being filed in connection with the insider participation in the financing less than 21 days in advance of closing of the financing, as the Company did not have prior confirmation of such participation.

**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 14<sup>th</sup> day of November, 2017.

## SCHEDULE “A”

### **ThreeD Capital Inc. Announces Completion of Private Placement to Raise \$1,605,000 And Exercise of Warrants**

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Toronto – November 14, 2017 – ThreeD Capital Inc. (the “Company”) (CSE:IDK) is pleased to announce that it has completed a non-brokered private placement (the “Offering”), pursuant to which it has issued 8,025,000 units (“Units”) at a price of \$0.20 per Unit to raise aggregate gross proceeds of \$1,605,000. 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 \$0.25 until November 14, 2020.

All securities issued and issuable in connection with the Offering are subject to a statutory hold period expiring on March 15, 2018. Proceeds of the Offering will be used for investment purposes and general working capital.

The Company is also pleased to announce that a total of 6,650,000 common shares have been issued as a result of the exercise of common share purchase warrants since October 25, 2017 at a weighted average price of \$0.11 per common share. This results in \$717,500 of aggregate proceeds to the Company. The exercise of these warrants represent a strong vote of confidence by our shareholders and proceeds from the exercised warrants will be used for investment purposes.

#### **About ThreeD Capital Inc.**

ThreeD Capital Inc. is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources, Artificial Intelligence and Blockchain sectors.

ThreeD seeks to invest in early stage, promising companies where it may be the lead investor and can additionally provide investees with advisory services, mentoring and access to the Company’s network in order to earn increases to the Company’s equity stake.

For further information:

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Chief Financial Officer and Corporate Secretary  
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