

**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 27, 2017

Item 3. Press Release

On November 27, 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 issued common shares to Agora Internet Relations Corp. (“Agora”) pursuant to an agreement for marketing, advertising and related services to the Company for a fee of \$40,000 plus applicable taxes 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 27th day of November, 2017.

SCHEDULE “A”

ThreeD Capital Inc. Announces Issuance of Common Shares

Toronto – November 27, 2017 – ThreeD Capital Inc. (“ThreeD” or the “Company”) (CSE:IDK) announces that it has issued 66,963 common shares of the Company at a price of \$0.135 per share for an aggregate price of \$9,040 to Agora Internet Relations Corp. (“Agora”). The share issuance was the second installment payment pursuant to an agreement with Agora for marketing, advertising and related services to the Company for a fee of \$40,000 plus applicable sales tax to be paid by the issuance of common shares of the Company (“Common Shares”). The fee is payable in five installments of \$8,000 plus applicable taxes each (each, an “Installment”), with the first Installment payable on commencement of the term on July 15, 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.

All amounts are in Canadian dollars. The 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 Capital Inc.

ThreeD 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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