

**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 9, 2018

**Item 3.                    Press Release**

On November 8, 2018, 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 9<sup>th</sup> day of November, 2018.

## SCHEDULE “A”

### **ThreeD Capital Inc. Announces Issuance of Common Shares**

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Toronto – November 9, 2018 – ThreeD Capital Inc. (the “Company”) (CSE:IDK), a Canadian-based venture capital firm focused on investments in promising, early stage companies and ICOs with disruptive capabilities, announces that it has issued 302,624 common shares of the Company at a price of \$0.12 per share for an aggregate price of \$36,160 to Agora Internet Relations Corp. (“Agora”). The share issuance was for three final installment payments pursuant to an agreement dated July 3, 2017 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”). On October 12, 2018, the Company renewed its agreement with Agora for a fee of \$40,000 plus applicable sales tax to be paid in 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 new term on November 1, 2018, 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 and ICOs where it may be the lead investor and can additionally provide investees with advisory services, mentoring and access to the Company’s ecosystem.

For further information:

Gerry Feldman, CPA, CA

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