

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”)
130 Spadina Ave, Suite 401
Toronto, Ontario
M5V 2L4

Item 2. **Date of Material Change**

A material change took place effective July 2, 2019.

Item 3. **Press Release**

On July 2, 2019, 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 \$662,482.

Pursuant to the financing, Mr. Arnoldus Brand subscribed for an aggregate of 384,616 units of the Company (“Units”) at a price of \$0.065 per Unit. Mr. Brand is an insider of the Company. As of July 2, 2019, immediately prior to the closing of the financing, Mr. Brand directly and indirectly held 193,886 common shares of the Company and convertible securities entitling Mr. Brand to acquire an additional 649,442 common shares of the Company, representing approximately 0.3% of the issued and outstanding shares of the Company (and approximately 1.3% on a partially diluted basis, assuming exercise of the convertible securities only). Following the closing of the financing, Mr. Brand directly and indirectly holds 578,502 common shares of the Company and convertible securities entitling Mr. Brand to acquire an additional 1,034,058 common shares of the Company, representing approximately 0.8% of the issued and outstanding shares of the Company post-closing (and approximately 2.2% on a partially diluted basis, assuming exercise of the convertible securities only).

Pursuant to the financing, Mr. Alan Myers subscribed for an aggregate of 384,334 Units at a price of \$0.065 per Unit. Mr. Myers is an insider of the Company. As of July 2, 2019, immediately prior to the closing of the financing, Mr. Myers directly and indirectly held 16,666 common shares of the Company and convertible securities entitling Mr. Myers to acquire an additional 366,665 common shares of the Company, representing approximately 0.03% of the issued and outstanding shares of the Company (and approximately 0.6% on a partially diluted basis, assuming exercise of the convertible securities only). Following the closing of the financing, Mr. Myers directly and indirectly holds 401,000 common shares of the Company and convertible securities entitling Mr. Myers to acquire an additional 750,999 common shares of the Company, representing approximately 0.6% of the issued and outstanding shares of the Company post-

closing (and approximately 1.6% on a partially diluted basis, assuming exercise of the convertible securities only).

The financing was approved by the board of directors pursuant to directors' resolutions dated July 2, 2019. 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 2nd day of July, 2019.

SCHEDULE “A”

ThreeD Capital Inc. Announces Completion of Private Placement to Raise \$662,482

Toronto – July 2, 2019 – 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, is pleased to announce that it has completed a non-brokered private placement (the “Offering”), pursuant to which it has issued 10,192,026 units (“Units”) at a price of \$0.065 per Unit, to raise aggregate gross proceeds of \$662,482. 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 \$0.10 until July 2, 2022.

All securities issued and issuable in connection with the Offering are subject to a statutory hold period expiring on November 3, 2019.

Insiders of the Company subscribed for an aggregate of 768,950 Units pursuant to the Offering. Proceeds of the Offering will be used for investment purposes and general working capital.

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:

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