

**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 February 24, 2020.

**Item 3.**

**Press Release**

On February 24, 2020, 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 \$300,000.

The financing was approved by the board of directors pursuant to directors’ resolutions dated February 24, 2020. 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 24<sup>th</sup> day of February, 2020.

## SCHEDULE “A”

### **ThreeD Capital Inc. Announces Completion of Private Placement to Raise \$300,000**

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Toronto – February 24, 2020 – 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 10,000,000 units (“Units”) at a price of \$0.03 per Unit, to raise aggregate gross proceeds of \$300,000. 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 \$0.05 until February 24, 2023.

All securities issued and issuable in connection with the Offering are subject to a statutory hold period expiring on June 25, 2020.

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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Chief Financial Officer and Corporate Secretary  
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