

**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 Avenue
Suite 401
Toronto, Ontario
M5V 2L4

Item 2. **Date of Material Change**

A material change took place effective April 27, 2020

Item 3. **Press Release**

On April 27, 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 consolidated its issued and outstanding common shares on the basis of one (1) new common share for every four (4) existing common shares, all effective as of April 27, 2020.

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 April, 2020.

ThreeD Capital Inc. Announces Share Consolidation

Toronto – April 27, 2020 – ThreeD Capital Inc. (CSE:IDK) (the “Company”) announces that it has filed articles of amendment to consolidate the Company’s issued and outstanding common shares on the basis of one (1) new common share for every four (4) existing common shares (the “Consolidation”), all effective as of April 27, 2020. Shareholder approval of the Consolidation was obtained at the Company’s annual and special meeting of shareholders held on April 7, 2020.

In connection with the Consolidation, the Company has sent letters of transmittal to holders of its common shares for use in transmitting their existing share certificates (“Existing Certificates”) to the Company’s registrar and transfer agent, TSX Trust Company, in exchange for new certificates (“New Certificates”) representing the number of post-Consolidation common shares to which such shareholder is entitled as a result of the Consolidation. No delivery of a New Certificate to a shareholder will be made until the shareholder has surrendered its Existing Certificates. Until surrendered, each Existing Certificate shall be deemed for all purposes to represent the number of post-Consolidation common shares to which the holder is entitled as a result of the Consolidation.

Following the Consolidation, there are approximately 30,606,391 common shares of the Company outstanding. The common shares of the Company reflecting the Consolidation will commence trading on the Canadian Stock Exchange effective as of April 29, 2020, under the existing symbol “IDK”.

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

Chief Financial Officer and Corporate Secretary

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Forward-Looking Statements

This news release contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of Canadian securities laws. All statements other than statements of historical fact are forward-looking statements. Undue reliance should not be placed on forward-looking statements, which are inherently uncertain, are based on estimates and assumptions, and are subject to known and unknown risks and uncertainties (both general and specific) that contribute to the possibility that the future events or circumstances contemplated by the forward-looking statements will not occur, including the effective date of trading of the post-Consolidation common shares. Although the Company believes that the expectations reflected in the forward looking statements contained in this press release, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause the Company's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. The forward-looking statements contained in this news release are made as of the date hereof and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable law. The forward-looking statements contained herein are expressly qualified by this cautionary statement.