

**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 June 10, 2020

Item 3. Press Release

On June 10, 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 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. Effective May 27, 2020, the Company had renewed the agreement for a fee of \$60,000 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 10th day of June, 2020.

SCHEDULE “A”

ThreeD Capital Inc. Announces Issuance of Common Shares

Toronto – June 10, 2020 – ThreeD Capital Inc. (the “Company”) (CSE:IDK) announces that it has issued 139,783 common shares of the Company (“Common Shares”) at an average price of \$0.26 per share for an aggregate price of \$36,160 to Agora Internet Relations Corp. (“Agora”). The share issuance was for four final installment payments pursuant to an agreement dated October 12, 2018 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. On May 27, 2020, the Company renewed its agreement with Agora for a fee of \$60,000 plus applicable sales tax, to be paid in Common Shares. The fee is payable in five installments of \$12,000 each plus applicable sales tax (each, an “Installment”), with the first Installment to be payable on commencement of the new term on May 27, 2020, 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. The first Installment will be paid by the issuance of 142,736 Common Shares at a price of \$0.095 per share for an aggregate price of \$13,560.

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:

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