

FORM 51-102F3

MATERIAL CHANGE REPORT UNDER  
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 on July 9, 2020

**Item 3.** Press Release

On July 9, 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 (i) it has recently added to its ownership position in Premium Nickel Resources Corporation (“PNR”), a private Canadian company focused on the acquisition of nickel-copper-cobalt projects in southern Africa, which has resulted in the Company now owning approximately 9.08% on a non-diluted basis of PNR; and (ii) it intends to effect a normal course issuer bid through the facilities of the Canadian Securities Exchange pursuant to which it may, during the 12 month period commencing July 15, 2020 and ending July 14, 2021, purchase up to 1,594,444 common shares in total, representing approximately 5% of the common shares currently issued and outstanding.

**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 July, 2020.

## **SCHEDULE "A"**

### **ThreeD Capital Inc. Provides Update To Its Investment in Premium Nickel Resources And Announces Normal Course Issuer Bid**

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Toronto – July 9, 2020 – ThreeD Capital Inc. ("ThreeD" or the "Company") (CSE:IDK) a Canadian based VC firm that invests in disruptive companies and promising junior resources companies, is pleased to announce that it has recently added to its ownership position in Premium Nickel Resources Corporation ("PNR"), a private Canadian company focused on the acquisition of nickel-copper-cobalt ("Ni-Cu-Co") projects in southern Africa, which has resulted in ThreeD now owning approximately 9.08% on a non-diluted basis of PNR. ThreeD is a founding shareholder in PNR along with world class global Ni-Cu-Co sulphide exploration and development company, North American Nickel Inc. (TSXV: NAN), which owns approximately 10% (non-diluted) of PNR and holds a 5-year warrant to purchase approximately an additional 15% for USD\$10,000,000.

ThreeD provides support to PNR through its Chairman and CEO Sheldon Inwentash, who is an active director of PNR, Chairman of the Compensation Committee, Corporate Signing Officer and fundraiser for PNR. Mr. Inwentash is also a direct investor in PNR and owns approximately 10.61% (non-diluted) of PNR.

#### **INDICATIVE OFFER TO ACQUIRE ASSETS IN BOTSWANA**

PNR has recently submitted an Indicative Offer to acquire the assets, currently in liquidation, formerly operated by Bamangwato Concessions Limited (BCL) in Botswana. These assets include the former producing Selebi-Phikwe, Tati-Phoenix and Tati-Selkirk mines, as well as, regional exploration joint ventures on highly prospective multi-commodity projects.

ThreeD's CEO, Sheldon Inwentash commented: "In keeping with our strategy of discovering and investing in junior resources from all over the world at very early stages, our investment in Premium Nickel Resources provides ThreeD shareholders with exposure to potentially valuable resources in Africa. After completing its due diligence and working with North American Nickel, we look forward to the result of this Indicative Offer submitted by PNR on what we consider to be substantial assets."

#### **NORMAL COURSE ISSUER BID**

The Company also announces today its intention to effect a normal course issuer bid through the facilities of the Canadian Securities Exchange.

Upon receiving regulatory approval, ThreeD may, during the 12 month period commencing July 15, 2020 and ending July 14, 2021, purchase on the Canadian Securities Exchange up to 1,594,444 common shares in total, representing approximately 5% of the common shares currently issued

and outstanding. The price which ThreeD will pay for any such shares will be the market price at the time of acquisition. The actual number of common shares which may be purchased and the timing of any such purchases will be determined by ThreeD. ThreeD has retained Echelon Wealth Partners to effect purchases on its behalf pursuant to the bid. ThreeD is effecting the bid at this time as it believes that its common shares are undervalued at their current market prices and that the purchase of common shares would be a prudent use of funds.

This News Release is available on the Company's *AGORACOM Verified Discussion Forum*, a moderated social media platform that enables civilized discussion and Q&A between Management and Shareholders.

### **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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### **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. 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.