

**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 2, 2021
- Item 3.** **Press Release**
- On February 2, 2021, 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 an aggregate of 48,010 common shares to North Equities Corp. (“North”) in satisfaction of fees in the aggregate amount of Cdn\$35,000 owing pursuant to a consulting agreement between the Company and North for marketing services through social media and brand awareness.
- 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 February, 2021.

SCHEDULE “A”

ThreeD Capital Inc. Announces Issuance of Common Shares

Toronto – February 2, 2021 – ThreeD Capital Inc. (the “Company”) (CSE:IDK) announces that it has issued an aggregate of 48,010 common shares of the Company (“Consideration Shares”) at a deemed price of \$0.729 per share in satisfaction of certain marketing services provided to the Company by North Equities Corp. (“North”) which are valued at Cdn\$35,000. The Consideration Shares are subject to a statutory hold period expiring on June 3, 2021.

The Consideration Shares were issued pursuant to an agreement (the “Agreement”) between the Company and North which provides for two stages of marketing services, in consideration of (i) a payment of Cdn\$35,000 in respect of the first phase (which has been fully satisfied by issuance of the Consideration Shares); and (ii) a payment of Cdn\$15,000 in respect of the second phase. All payments due under the Agreement shall be satisfied by the issuance of common shares of the Company at a deemed price per share equal to the seven (7) day average trading price of such common shares as at the close of business on the invoice date, excluding non-trading holidays, in each case subject to the approval of the Canadian Securities Exchange.

About ThreeD Capital Inc.

ThreeD is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors. ThreeD’s investment strategy is to invest in multiple private and public companies across a variety of sectors globally. ThreeD seeks to invest in early stage, promising companies where it may be the lead investor and can additionally provide investees with advisory services and access to the Company’s ecosystem.

For further information:

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Chief Financial Officer and Corporate Secretary

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The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.