

**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 March 19, 2021.
- Item 3.** **Press Release**
- On March 19, 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 434,782 shares of the Company at a price of \$1.15 per share in consideration for the acquisition of an aggregate of 10,000,000 common shares of Birchtree Investments Ltd. at a price of \$0.05 per share.
- 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**
- Lynn Chapman
- Item 9.** **Date of Report**
- DATED at Toronto, in the Province of Ontario, this 24th day of March, 2021.

SCHEDULE “A”

ThreeD Capital Inc. Announces Completion of Private Placement with Birchtree Investments Ltd.

TORONTO, March 19th, 2021 (GLOBE NEWSWIRE) — ThreeD Capital Inc. (“ThreeD” or the “Company”) (CSE:IDK) (OTCQB:IDKFF), a Canadian-based venture capital firm that invests in disruptive companies and promising junior resources companies, is pleased to announce that it has acquired 10,000,000 common shares of Birchtree Investments Ltd. at a price of \$0.05 per share. In consideration, the Company has issued an aggregate of 434,782 common shares of the Company at a deemed price of \$1.15 common share.

All securities issued and issuable in connection with the Offering are subject to a statutory hold period expiring on July 20, 2021.

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:

Jakson Inwentash
Vice President Investments
jinwentash@threedcap.com
Phone: 416-941-8900 ext 107

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.