

**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 August 23, 2023

**Item 3.                   Press Release**

On August 23, 2023, 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 intends to effect a normal course issuer bid through the facilities of the Canadian Securities Exchange pursuant to which it may, during the period commencing August 28, 2023 and ending August 25, 2024, purchase up to 2,559,458 common shares in total, representing approximately 5% of the common shares currently issued and outstanding.

**Item 5.                   Full Description of Material Change**

Please refer to the press release of the Company dated August 23, 2023 attached hereto at Schedule A, which is incorporated herein by reference.

**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 23<sup>rd</sup> day of August, 2023.



## ThreeD Capital Inc. Announces Its Intention To Effect A Normal Course Issuer Bid

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**TORONTO, August 23, 2023 (GLOBE NEWSWIRE)** — ThreeD Capital Inc. (“ThreeD” or the “Company”) (CSE:IDK / OTCQX:IDKFF) a Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources and disruptive technologies sectors, announces today its intention to effect a normal course issuer bid through the facilities of the Canadian Securities Exchange.

Pursuant to the normal course issuer bid, ThreeD may, during the period commencing August 28, 2023 and ending August 25, 2024, purchase on the Canadian Securities Exchange up to 2,559,458 common shares in total, representing approximately 5% of the Company’s issued and outstanding common shares. 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. Purchases will be made through the Canadian Securities Exchange, and the Company 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.

ThreeD previously repurchased for cancellation 821,000 common shares at an average price of approximately \$0.479 per share pursuant to a normal course issuer bid that existed over a 12 month period expiring July 26, 2023.

### **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, please contact:

Lynn Chapman, CPA, CA  
Chief Financial Officer and Corporate Secretary  
Phone: 416-941-8900