

**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 July 15, 2024.

Item 3. Press Release

On July 15, 2024, 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 closed its previously announced private placement financing (the “Private Placement”) with the issuance of 5,574,100 units of the Company (“Units”) in exchange for total gross proceeds of \$1,505,007, or \$0.27 per Unit. Each Unit issued as part of the Private Placement is comprised of one common share and one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.40 per common share for a period of 36 months. No commission or finders’ fees were paid as part of the Private Placement.

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

Matthew Davis

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 15th day of July, 2024.

SCHEDULE “A”

ThreeD Capital Inc. Completes Private Placement Financing

TORONTO, July 15th, 2024 (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, is pleased to announce that it has completed its previously announced private placement financing (the “Private Placement”) with the issuance of 5,574,100 units of the Company (“Units”) in exchange for total gross proceeds of \$1,505,007, or \$0.27 per Unit.

Each Unit issued as part of the Private Placement is comprised of one common share and one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.40 per common share for a period of 36 months. No commission or finders’ fees were paid as part of the Private Placement.

All securities issued and issuable in connection with the Private Placement will be subject to a four-month and a day hold period expiring on November 16, 2024.

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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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.

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 including, without limitation, statements with respect to the future investments by the Company. 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.