

51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

37 Capital Inc. (the “Company”)
Suite 400 - 570 Granville Street
Vancouver, BC V6C 3P1

Item 2. Date of Material Change

November 3, 2017

Item 3. News Release

The news release was filed on SEDAR and disseminated through Stockwatch and Bay Street News (Market News Publishing).

Item 4. Summary of Material Change

The Company has entered into debt settlement agreements with Jackpot Digital Inc. (“Jackpot”), and with Kalpakian Bros. of B.C. Ltd. (“KBros.”), companies related to 37 Capital by certain common directors. The Company has issued 4,249,985 units of the Company to Jackpot at the price of \$0.09 per unit in settlement of the Company’s outstanding debt for the total amount of \$382,498.65 for shared office rent, office support services and miscellaneous office expenses provided by Jackpot to the Company from August 1, 2014 up to September 30, 2017. In respect to the Company’s outstanding debt to KBros. for the total amount of \$15,750, the Company has issued 175,000 units of the Company at the price of \$0.09 per unit in settlement of the Company’s outstanding debt owed to KBros. for unpaid management fees from May 1, 2016 up to July 30, 2016. Each unit consists of one common share and one share purchase warrant. Each warrant will be exercisable at a price of \$0.12 per share for a period of five years. The securities that have been issued are subject to a hold period which expires on March 3, 2018.

Item 5. Full Description of Material Change

Please see News Release dated November 3, 2017 attached as Schedule “A”.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

Item 7. Omitted Information

None

Item 8. Executive Officer

Mr. Jake H. Kalpakian, President, (604) 681-1519 ext. 6105

Item 9. Date of Report

November 9, 2017



SCHEDULE "A"

NEWS RELEASE

Symbols: JJJ - CSE
HHHEF - OTCQB

Completion of shares for debt

Vancouver, BC, November 3, 2017. **37 Capital Inc.** (the "Company" or "37 Capital"). Further to the Company's News Release dated October 23, 2017, the Company has entered into debt settlement agreements with Jackpot Digital Inc. ("Jackpot"), and with Kalpakian Bros. of B.C. Ltd. ("KBros."), companies related to 37 Capital by certain common directors. The Company has issued 4,249,985 units of the Company to Jackpot at the price of \$0.09 per unit in settlement of the Company's outstanding debt to Jackpot for the total amount of \$382,498.65 for shared office rent, office support services and miscellaneous office expenses provided by Jackpot to the Company from August 1, 2014 up to September 30, 2017. In respect to the Company's outstanding debt to KBros. for the total amount of \$15,750, the Company has issued 175,000 units of the Company at the price of \$0.09 per unit in settlement of the Company's outstanding debt owed to KBros. for unpaid management fees from May 1, 2016 up to July 30, 2016. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable at the price of \$0.12 per share until November 2, 2022. The securities issued are subject to a hold period in accordance with applicable securities laws.

Early Warning Requirement

Pursuant to the completion of the shares for debt transaction, Jackpot has acquired 4,249,985 units of 37 Capital at the price of \$0.09 per unit in settlement of debt in the amount of \$382,498.65. Each unit consists of one common share and one share purchase warrant, each share purchase warrant is exercisable at \$0.12 until November 2, 2022. As a result of the acquisition of the Company's units, Jackpot now has ownership and control of 4,249,985 common shares representing approximately 65.46% of the issued and outstanding common shares of 37 Capital as at November 3, 2017 and Jackpot now has ownership and control of 4,249,985 warrants representing 78.29% of the issued and outstanding warrants of 37 Capital as at November 3, 2017.

Jackpot may acquire further common shares of, or dispose their holdings of common shares of, 37 Capital through the market, privately or otherwise, as circumstances or market conditions warrant.



A copy of the Early Warning Report from Jackpot has been filed with the applicable securities regulators regarding the transaction and is available on SEDAR (www.sedar.com). A copy of the Early Warning Report by Jackpot and further information may also be obtained by contacting 37 Capital or Jackpot at 604-681-1519.

For more information on the Company, please contact us at (604) 681-1519. In addition, please visit the Company's website at www.37capitalinc.com or the CSE's website at the following direct link <http://thecse.com/en/listings/mining/37-capital-inc>.

On Behalf of the Board,

37 Capital Inc.

"Jake H. Kalpakian"

Jake H. Kalpakian
President & CEO

Trading in the securities of the Company should be considered speculative.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.