

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

October 23, 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 shall issue 4,249,985 units 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 shall issue 175,000 units 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 will consist 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 shall be issued will be subject to a hold period in accordance with applicable securities laws. As of the date of this report, no securities have been issued.

Item 5. Full Description of Material Change

Please see News Release dated October 23, 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

October 31, 2017



SCHEDULE "A"

NEWS RELEASE

Symbols: JJJ - CSE
HHHEF - OTCQB

Shares for debt

Vancouver, BC, October 23, 2017. **37 Capital Inc.** (the "Company" or "37 Capital"). The Company shall enter 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 shall issue 4,249,985 units 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 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 shall issue 175,000 units 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 will consist 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 shall be issued will be subject to a hold period in accordance with applicable securities laws.

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.