

51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

37 Capital Inc. (the "Company")
Suite 575 – 510 Burrard Street
Vancouver, BC V6C 3A8

Item 2. Date of Material Change

August 28, 2025

Item 3. News Release

The news release of the Company dated August 29, 2025 was disseminated via NewsFile Corp. and was filed on www.sedarplus.ca.

Item 4. Summary of Material Change

The Company has closed the first tranche of the equity financing which was announced on July 30, 2025 for total gross proceeds of \$178,500 and issued 2,550,000 units at the price of \$0.07 per unit. Each unit consists of one common share of the Company and one share purchase warrant to acquire one common share of the Company at a price of \$0.10 per share for a period of three (3) years. If, anytime after six months from the issuance date, in the event that the Company's shares trade on the CSE at \$0.35 per share or above for a period of 10 consecutive trading days a, a forced exercise provision will come into effect for the warrants issued in connection with this financing.

The Company paid finder's fees of \$2,450 cash and issued 35,000 share purchase warrants exercisable at \$0.10 per share for two years. The funds raised from the financing will be used towards general working capital.

All securities that have been issued in connection with the first tranche closing are subject to a four-month and a day hold period expiring on December 29, 2025.

Item 5. Full Description of Material Change

Please see the News Release of the Company dated August 29, 2025, attached hereto 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) 681-0204 ext. 6105

Item 9. Date of Report

August 29, 2025



Schedule “A”

NEWS RELEASE

Symbols: JJJ - CSE

37 Capital Closes First Tranche of Private Placement

Vancouver, BC – August 29, 2025. *37 Capital Inc.* (CSE: JJJ) (“37 Capital” or the “Company”). Further to the Company’s new releases dated July 23, 2025 and July 30, 2025, the Company has closed the first tranche of the equity financing for total gross proceeds of \$178,500 and issued 2,550,000 units at the price of \$0.07 per unit. Each unit consists of one common share of the Company and one share purchase warrant to acquire one common share of the Company at a price of \$0.10 per share for a period of three (3) years. If, anytime after six months from the issuance date, in the event that the Company’s shares trade on the CSE at \$0.35 per share or above for a period of 10 consecutive trading days a, a forced exercise provision will come into effect for the warrants issued in connection with this financing.

The Company paid finder’s fees of \$2,450 cash and issued 35,000 share purchase warrants exercisable at \$0.10 per share for two years. The funds raised from the financing will be used towards general working capital.

All securities that have been issued in connection with the first tranche closing are subject to a four-month and a day hold period expiring on December 29, 2025.

For more information on the Company, you may contact us at (604) 681-0204, or visit the Company’s website at www.37capitalinc.com, or the CSE’s website by using the following direct link: <http://thecse.com/en/listings/mining/37-capital-inc>.

On Behalf of the Board of 37 Capital Inc.,

“*Jake H. Kalpakian*”

Jake H. Kalpakian,
President and CEO

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

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

Certain statements contained herein are “forward-looking”. Forward-looking statements may include, among others, statements regarding future plans, projected or proposed financings, costs, objectives, economic or technical performance, or the assumptions underlying any of the foregoing. In this News Release, words such as “may”, “would”, “could”, “will”, “likely”, “enable”, “feel”, “seek”, “project”, “predict”, “potential”, “should”, “might”, “objective”, “believe”, “expect”, “propose”, “anticipate”, “intend”, “plan”, “plans” “estimate”, and similar words are used to identify forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Although management believes that the expectations reflected in such forward-looking



statements are based on reasonable assumptions, projections and estimations, there can be no assurance that these assumptions, projections or estimations are accurate. Readers, shareholders and investors are therefore cautioned not to place reliance on any forward-looking statements as the plans, assumptions, intentions or expectations upon which they are based might not occur.