



Form 51-102F3 | Material Change Report

Item 1 – Name and Address of Company

Gunpowder Capital Corp. (the "Corporation")
8 King Street East | Suite 1005
Toronto, Ontario | M5C 1B5

Item 2 – Date of Material Change

Jan 16th, 2017

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated Jan 16th, 2017, was disseminated through Newsfile Corp. A copy of the full News Release is attached to this report as "Schedule 'A'".

Item 4 – Summary of Material Change

Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (Frankfurt: YS6N), ("Gunpowder" of the "Corporation") announced that it had purchased additional investment portfolio assets from YCF Capital Inc. YCF loan portfolio consists of mortgages and commercial loans all of which are in "good standing". The loan portfolio that Gunpowder Capital Corp., is purchasing generates approximately 16% interest per annum and has a face value of Three Hundred and Thirty-Two Thousand Dollars ("\$332,000.00") CDN. The Corporation has agreed to issue Thirty-Three Thousand, Two Hundred ("33,200") of its "Class – A" Preferred Shares at Ten Dollars ("\$10.00") CDN per "Class – A" Preferred share, as consideration for the purchase.

It is anticipated that the completion of this transaction will increase the Corporation's revenue, and the completion of this transaction has also increased the number of the Corporation's issued "Class – A" preferred shares. The Corporation's total issued / fully diluted "Class – A" Preferred Shares total now stand at 228,540 (As At Jan 16th, 2017).

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see Schedule "A"

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

Item 7 – Omitted Information

Not Applicable.

Item 8 – Executive Officer

Frank Kordy,
Interim Chief Executive Officer & Director
T: (647) 466-4037 | E: frank.kordy@gunpowdercapitalcorp.com

Item 9 – Date of Report

Jan 16th, 2017

Schedule "A"



News Release

Gunpowder Capital Corp., Purchases Investment Portfolio

FOR IMMEDIATE RELEASE

Jan 16th, 2017

Toronto, Ontario, January 16th, 2017 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (Frankfurt: YS6N), (the “Corporation”) announced today that it has purchased additional investment portfolio assets from YCF Capital Inc., (“YCF”) a Toronto based private investment firm. Please see our press release dated November 16th, 2016.

The YCF loan portfolio consists of mortgages and commercial loans all of which are in “good standing”. The loan portfolio that Gunpowder Capital Corp., is purchasing generates approximately 16% interest per annum and has a face value of Three Hundred and Thirty-Two Thousand Dollars (“\$332,000.00”) CDN. The Corporation has agreed to issue Thirty-Three Thousand, Two Hundred (“33,200”) of its “Class – A” Preferred Shares at Ten Dollars (“\$10.00”) CDN per “Class – A” Preferred share, as consideration for the purchase.

In total, the entire loan portfolio purchase amounted to Nine Hundred and Thirty Thousand Dollars (“\$930,000.00”) CDN which will generate for Gunpowder Capital Corp., approx. One Hundred and Fifty Thousand Dollars (“\$150,000.00”) CDN, per annum in revenue.

For further information please contact:

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Forward-Looking Statements

Information set forth in this news release may involve forward-looking statements under applicable securities laws. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and the Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation. Although Management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities described herein and accordingly undue reliance should not be put on such. Neither CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.