



**CHANGE OF AUDITOR NOTICE**  
**Pursuant to National Instrument 51-102 ("NI 51-102"), Section 4.11**

**Item 1 – Former Auditors:**

- 1) Ross Pope LLP, ("Ross Pope") resigned as auditors of Gunpowder Capital Corp., (the "Corporation") effective as of February 6<sup>th</sup>, 2017;
- 2) Ross Pope resigned as the auditors of the Corporation at their own initiative due to the Corporations' change of business from "Mining" to "Merchant Banking" as Ross Pope specializes in servicing natural resources companies. The Corporation's change of business took effect at noon on Jan 28<sup>th</sup>, 2016 as a result of the Corporation's special meeting which was held on Jan 28<sup>th</sup>, 2016 at 10am;
- 3) The resignation of Ross Pope as auditors of the Corporation was approved by the board of directors of the Corporation on February 6<sup>th</sup>, 2017.
- 4) Ross Pope had been appointed auditors of the Corporation effective February 27<sup>th</sup>, 2012. There is no report produced by Ross Pope on any of the financial statements of the Corporation up to and ending on the date of resignation.
- 5) To the date hereof, there have been no reportable events involving Ross Pope. A reportable event means a disagreement, a consultation or an unresolved issue, all as further defined in NI 51-102.

**Item 2 – Successor Auditors:**

- 1) The Board of Directors of the Corporation approved the appointment of McGovern, Hurley, Cunningham, LLP, ("MHC") as successor auditors of the Corporation on February 6<sup>th</sup>, 2017;
- 2) To the date hereof, there have been no reportable events involving MHC.

**Dated** at Toronto on this 6<sup>th</sup> day of February, 2017

**Gunpowder Capital Corp.**

By: /s/ Frank Kordy  
Frank Kordy - CEO | Director