



News Release

Gunpowder Capital Corp., Announces Commencement of a Non-Brokered Private Placement

FOR IMMEDIATE RELEASE

Feb 17th, 2017

Toronto, Ontario, February 17th, 2017 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (Frankfurt: YS6N), (the “Corporation”) announced today that it is conducting a non-brokered private placement to raise up to Three Million Dollars (“\$3,000,000.00”) CDN by issuing up to Three Hundred Thousand (“300,000”) of its “Class – A” Preferred Shares at a price of \$10.00 CDN per share. The “Class - A” Preferred shares will pay up to an 8% annual dividend to the holders of the preferred shares. Furthermore, holders of the “Class - A” Preferred Shares will also see a 25% of after tax realized gains on any capital dispositions. No special voting rights will be granted to the holders of the “Class - A” Preferred Shares. In connection with the preferred share offering, a finder’s fee may be paid consisting of a cash commission equal up to 8% of the gross proceeds raised under the offering. The placement is expected to close on, or before, May 17th, 2017. All “Class - A” Preferred Shares of this placement will be subject to a four-month and one day statutory hold period.

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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.