



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

Mar 31st, 2017

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated Mar 31st, 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 conducted, and that it has closed, a non-brokered private placement raise where One Hundred and Thirty-Nine Thousand Dollars ("139,000.00") CDN was raised by issuing Thirteen Thousand, Nine Hundred ("13,900") of the Corporation's "Class – B" Preferred Shares at a price of \$10.00 CDN per share. The "Class – B" shares are currently not listed on any stock exchange. The "Class - B" Preferred Shares will pay up to an 8% annual dividend to the holders of the preferred shares. The shareholders of the "Class – B" 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- B" Preferred Shares. No commission or finder's fee is payable with respect to the closing of the placement.

The completion of this transaction has increased the number of Corporation's issued "Class – B" preferred shares from 19,650 (As At Mar 30th, 2017) to 33,550 (As At Mar 31st, 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

Mar 31st, 2017

Schedule "A"



News Release

Gunpowder Capital Corp., Raises \$139,000.00 CDN via a Non-Brokered Private Placement Raise

FOR IMMEDIATE RELEASE

Mar 31st, 2017

Toronto, Ontario, March 31st, 2017 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (Frankfurt: YS6N), (“Gunpowder” of the “Corporation”) announced today that it has conducted, and that it has closed, a non-brokered private placement raise where One Hundred and Thirty-Nine Thousand Dollars (“\$139,000.00”) CDN was raised by issuing Thirteen Thousand, Nine Hundred (“13,900”) of the Corporation’s “Class – B” Preferred Shares at a price of \$10.00 CDN per share. The “Class – B” shares are currently not listed on any stock exchange. The “Class - B” Preferred Shares will pay up to an 8% annual dividend to the holders of the preferred shares. The shareholders of the “Class – B” 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- B” Preferred Shares. No commission or finder’s fee is payable with respect to the closing of the placement.

For further information please contact:

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Gunpowder Capital Corp.
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Gunpowder Capital Corp.
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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.