



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the "Meeting") of **GUNPOWDER CAPITAL CORP.** (the "Corporation") will be held at 8 King Street East, Suite 1005, Toronto, Ontario, M5C 1B5. on Friday August 4th, 2017, at the hour of 11:00 a.m. (local time), for the following purposes:

1. To receive and consider the financial statements of the Corporation for the financial year ended December 31st, 2016, together with the report of the auditors thereon;
2. To appoint Auditors of the Corporation for the ensuing year;
3. To re-approve the Corporation's incentive Stock Option Plan in the form attached as Schedule "A" to the accompanying information circular;
4. To elect Directors of the Corporation for the ensuing year;
5. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is the form of proxy.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the reverse of the enclosed form of proxy and then to complete, date, sign and deposit the form of proxy in accordance with the instructions set out in the proxy and in the online Information Circular.

It should be noted that the Corporation has implemented the Shareholder approved "Notice and Access" Resolution which gives the Corporation the ability to provide Shareholders access to the full version of the Information Circular, 2016 Audited Financial Statements and Accompanying Management Discussion and Analysis electronically vs. printing the materials.

The aforementioned documents can be viewed, and downloaded, by visiting the homepage of the Corporation's corporate website www.gunpowdercapitalcorp.com up until the day of the meeting.

Shareholders can still request that the Corporation sends them a printed copy of the aforementioned documents by e-mailing their request, complete with their first and last name and mailing address, to agm@gunpowdercapitalcorp.com with the subject line stating "Please send me printed AGM materials."

BY ORDER OF THE BOARD

(signed) "Frank Kordy"
Frank Kordy
Director, Secretary and CEO