



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

August 18th, 2017

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated August 18th, 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" or the "Corporation") announced that its fully owned subsidiary GP Realty Inc., has completed the purchase of 1571 Hickory Road, a four unit, fully tenanted, residential rental property located in Windsor, Ontario. Total purchase price of the property was One Hundred & Fifty Thousand Dollars ("150,000.00") CDN. The Corporation funded the purchase by making a Thirty- Seven Thousand, Four Hundred and Seventy-Five Dollar ("37,475.00") CDN down payment and by securing a one year fixed rate mortgage from a major Canadian financial institution. The mortgage bears interest at a rate of 3.45% per annum and is being amortized over a 25 year period. Gunpowder estimates that the cash on cash return generated by this property will be 30% per annum.

The completion of this transaction is defined and deemed as being a "property acquisition" as by NP 51-201. Furthermore, the property will be partially acquired via a mortgage, and therefore could be defined as "mortgaging of a company asset" as by NP 51-201.

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,
CEO, Secretary & Director
T: (647) 466-4037 | E: frank.kordy@gunpowdercapitalcorp.com

Item 9 – Date of Report

August 18th, 2017

Schedule "A"



News Release

Gunpowder Capital Corp., Subsidiary Continues to Grow Real Estate Assets

FOR IMMEDIATE RELEASE

Aug 18th, 2017

Toronto, Ontario, August 18th, 2017 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTC PINK: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that its fully owned subsidiary GP Realty Inc., has completed the purchase of 1571 Hickory Road, a four unit, fully tenanted, residential rental property located in Windsor, Ontario.

Total purchase price of the property was One Hundred & Fifty Thousand Dollars (“\$150,000.00”) CDN. The Corporation funded the purchase by making a Thirty- Seven Thousand, Four Hundred and Seventy-Five Dollar (“\$37,475.00”) CDN down payment and by securing a one year fixed rate mortgage from a major Canadian financial institution. The mortgage bears interest at a rate of 3.45% per annum and is being amortized over a 25 year period. Gunpowder estimates that the cash on cash return generated by this property will be 30% per annum.

Mr. Frank Kordy stated: “We continue to make excellent progress increasing both the Corporation’s total asset base and increasing the Corporation’s incoming streams of revenue. We continue to source additional real estate assets in both the residential and commercial spaces throughout Ontario.”

About Gunpowder Capital Corp.

Gunpowder Capital Corp., is a merchant bank and advisory services firm based in Toronto, Ontario, Canada. Gunpowder invests in both publicly traded and private businesses that have successful management teams and attractive economic models. Gunpowder partners with these businesses to support their growth initiatives with its proven methodology of appropriate financing and structured exits. Gunpowder offers debt financing, including mezzanine and bridge loans, equity financing and advisory services. Gunpowder is also building a portfolio of companies in which it takes a long term position and view. For more information please visit www.gunpowdercapitalcorp.com

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.