



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

November 16th, 2017

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated November 16th, 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), (OTCQB: GNPWF), (Frankfurt: YS6N), ("Gunpowder" or the "Corporation") announced that its fully owned subsidiary GP Realty Inc., had finalized and had entered into a mortgage for its fully tenanted residential rental property located at 935 Albert Street in Windsor, Ontario. The property is now financed via a \$105,000 first mortgage with a credit union. The mortgage has a term of 5 years and bears interest at a fixed rate of 4.55%. As previously stated in the Corporation's press release dated September 5th, 2017, the Corporation originally purchased the property in full for the amount of One Hundred & Fifty Thousand Dollars ("\$150,000.00") CDN. At the time of the September 5th press release, Gunpowder was in the process of arranging a first mortgage financing on the property which it has now obtained. Estimated cash on cash return generated by this property upon completion of this financing is estimated at 25% per annum.

The completion of this transaction 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

November 16th, 2017

Schedule "A"



News Release

Gunpowder Capital Corp., Obtains Mortgage on its Previously Announced Real Estate Acquisition

FOR IMMEDIATE RELEASE

Nov 16th, 2017

Toronto, Ontario, November 16th, 2017 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that its fully owned subsidiary GP Realty Inc., has finalized and has entered into a mortgage for its fully tenanted residential rental property located at 935 Albert Street in Windsor, Ontario. The property is now financed via a \$105,000 first mortgage with a credit union. The mortgage has a term of 5 years and bears interest at a fixed rate of 4.55%.

As previously stated in the Corporation’s press release dated September 5th, 2017, the Corporation originally purchased the property in full for the amount of One Hundred & Fifty Thousand Dollars (“\$150,000.00”) CDN. At the time of the September 5th press release, Gunpowder was in the process of arranging a first mortgage financing on the property which it has now obtained. Estimated cash on cash return generated by this property upon completion of this financing is estimated at 25% per annum.

The Corporation continues to source additional strong revenue generating real estate assets.

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.