



News Release

Gunpowder Capital Corp., Provides Update on Franchise Holdings International, Inc.

FOR IMMEDIATE RELEASE

Feb 22nd, 2018

Toronto, Ontario, February 22nd, 2018 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that its client Franchise Holdings International Inc., (OTC Pink: FNHI), (“FHI”) can resume the process of qualifying to become a reporting issuer in Canada.

In January of 2017, the Board of Directors of FHI concluded that the audit reports related to FHI's Form 10K for fiscal 2015 and subsequently the quarterly reports, on Form 10-Q, for the periods ending March 31, 2016, June 30, 2016 and September 30, 2016 and the registration statement on Form S-1/A filed on September 23, 2016 (collectively, the “Filings”) could no longer be relied upon. The Board of Directors of FHI discussed this matter with FHI's newly appointed independent auditor, who concurred with this determination. FHI has completed adjusting the applicable financial statements and has completed the amended Filings. Furthermore, FHI has also completed filing its Form's 10-Q, for the periods ending March 31, 2017, June 30, 2017 and September 30, 2017 and with these filing's, FHI is now currently up-to-date in its required regulatory filings and is once again in “good standing” on the OTC Markets.

With the completed filing's FHI, with GPC's assistance, is now in a position where it can immediately resume the process of qualifying in becoming a reporting issuer in Canada which is required in order for FHI to have the ability to apply in having its common shares listed onto the Canadian Securities Exchange (the “CSE”). The Ontario Securities Commission (“OSC”) has been designated as the principal regulator of FHI, and FHI is currently working on amending its preliminary non-offering prospectus so that it can be reviewed by the OSC. Both GPC and FHI expect that FHI will be in a position to submit preliminary non-offering prospectus to the OSC within the next ten to fifteen business days.

Mr. Paul Haber Stated: “We are very pleased that FHI is back in ‘good standing’ and that it's now in a position where collectively we can continue and finalize the reporting issuer approval process which we had to put on pause back in May of 2017. Despite the setback we at GPC are still very confident in both FHI's business plan and its business model.”

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

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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

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