



News Release

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Gunpowder Capital Corp. Announces Private Placement of Warrants

FOR IMMEDIATE RELEASE

March 12th, 2018

Toronto, Ontario, March 12th, 2018 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (the “**Corporation**”) announced today that it is conducting a non-brokered private placement (the “**Private Placement**”) of up to 40 million common share purchase warrants (each a “**Warrant**”) in the capital of the Corporation at a price of CDN\$0.03 per Warrant. Each Warrant shall entitle the holder thereof to acquire one common share (a “**Common Share**”) in the capital of the Corporation at an exercise price of CDN\$0.12 per Common Share for a period of 24 months following the closing of the Private Placement. The Warrants are subject to acceleration at the sole discretion of the Corporation in the event that the volume-weight average trading price of the Common Shares is greater than CDN\$0.15 for any period of 10 consecutive trading days. Upon closing of the Private Placement, including the Common Shares issuable upon exercise of the Warrants, the Corporation will have 70,910,256 Common Shares issued and outstanding.

In connection with the Private Placement, the Corporation may pay eligible agents a cash commission equal to 8% of the gross proceeds raised by such eligible agents. The Private Placement is expected to close on, or before, April 5th, 2018. All Warrants will be subject to a four-month and one day statutory hold period. Proceeds of the placement will be used for both acquisitions and for working capital purposes.

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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.