



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 28th, 2018

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated August 28th, 2018, 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), announced that via two separate private transactions, the Corporation had acquired and that it had commenced the process of retiring, One Hundred and Ten Thousand, Five Hundred and Sixty ("110,560") of its Class – A Preferred Shares.

The completion of the retirement of the Corporation's 110,560 Class – A Shares will be a material event as defined by NP 51-201 as the retirement will reduce the number of the Corporation's issued Preferred Shares from 577,830 (As At August 28th, 2018) to 467,270 assuming that no other Class – A shares are issued.

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 28th, 2018

Schedule "A"



News Release

Gunpowder Capital Corp., Acquires 110,560 of its Class – A Preferred Shares

FOR IMMEDIATE RELEASE

August 28th, 2018

Toronto, Ontario, August 28th, 2018 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that via two separate private transactions, the Corporation has acquired and that it has commenced the process of retiring, One Hundred and Ten Thousand, Five Hundred and Sixty (“110,560”) of its Class – A Preferred Shares.

Forty-Five Thousand (“45,000”) Class – A Shares were acquired directly from the seller of the Class – A shares by transferring ownership of Three Million (“3,000,000”) Common Shares of Advantagewon Oil Corp., (CSE:AOC), (OTCQB:ANTGF) (“Advantagewon”) which Gunpowder previously held in its asset portfolio via the compensation Advantagewon paid Gunpowder for completing Advantagewon’s Canadian go public endeavor. This transaction was previously announced via press release back on December 28th, 2017.

Sixty-Five Thousand, Five Hundred and Fifty (“65,560”) Class – A Shares were acquired by agreeing to settle Six Hundred and Fifty Thousand, Five Hundred Dollars (“\$655,600.00”) CDN worth of debt that was previously owed to the Corporation via a Creditor whom the Corporation had a consulting relationship with. The Corporation agreed to settle the debt in full, via the exchange of ownership of the 65,560 Class – A Shares to Gunpowder Capital Corp.

As previously stated in this press release, the Corporation has commenced the process of retiring the 110,560 Class – A Preferred Shares and will have 467,270 Class – A Preferred Shares issued and outstanding once the retirement process has been completed.

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:

Mr. Frank Kordy
CEO & Director
Gunpowder Capital Corp.
T: (647) 466-4037
E: frank.kordy@gunpowdercapitalcorp.com

Mr. Paul Haber
CFO
Gunpowder Capital Corp.
T: (416) 363-3833
E: paul.haber@gunpowdercapitalcorp.com

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.