



News Release

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Gunpowder Capital Corp., Announces That Haywood Securities Has Been Selected as Financial Advisor and Announces a \$3,000,000.00 CDN Non-Brokered Private Placement of Units

FOR IMMEDIATE RELEASE

November 19th, 2018

Toronto, Ontario, November 19th, 2018 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) is very pleased to announce that it has signed an agreement to appoint Haywood Securities Inc. (“Haywood”) for a term of three months for the purposes of providing the Corporation business and financial advisory services, and in addition for the purposes of providing the Corporation due diligence consulting services.

Haywood will assist the Corporation on identifying and sourcing possible joint ventures, strategic alliances, licensing agreements or arrangements and other business combinations. Furthermore, Haywood will also provide the Corporation advice on financing options available to the Corporation.

As consideration for the Advisory Services to be provided by Haywood, and subject to any applicable stock exchange approval, the Corporation shall pay Haywood a work fee in the amount of Fifteen Thousand Dollars (“\$15,000.00”) CDN per month. The monthly advisory fee shall be payable in the form of Common Shares in the capital of the Corporation at a deemed price per Advisory Share of Seven and a Half Cents (“\$0.075”) CDN.

The Corporation further announced today that it is conducting a non-brokered private placement financing of up to Three Million Dollars (“\$3,000,000.00”) CDN via the issuance of up to Sixty Million (“60,000,000”) Units at price of Five Cents (“\$0.05”) CDN per Unit. Each Unit will consist of one Common Share (a “Share”) in the capital of the Corporation and one Common Share Purchase Warrant (a “Warrant”), with each Warrant entitling the holder thereof to purchase one Common Share of the Corporation at an exercise price of Seven and a Half Cents (“\$0.075”) CDN per Common Share for a period of 24 months from the closing of the financing, subject to accelerated expiry in the event the closing price of the Corporation’s shares closes at or greater than Ten Cents (“\$0.10”) CDN for ten consecutive trading days.

All common shares issued in connection with this placement will be subject to a four month plus one day hold period under applicable Canadian securities laws. Finder’s fees may be payable on a portion of the private placement to eligible finders of 8%. All proceeds from the financing will be used for acquisitions and general working capital purposes.

About Haywood Securities Inc.

Founded in 1981, Haywood is a 100 per cent employee-owned investment dealer with more than 275 employees in its Canadian offices in Vancouver, Calgary and Toronto. Haywood Securities Inc. is a member of the Toronto Stock Exchange, the TSX Venture Exchange, the Montreal Exchange (MEX), the Canadian National Stock Exchange (CNSX), the Canadian Investor Protection Fund (CIPF), and the Investment Industry Regulatory Organization of Canada (IIROC). In addition, Haywood Securities (USA) Inc., a wholly owned subsidiary, is a broker-dealer registered to transact securities business in the United States and is a member of the Financial Industry Regulatory Authority (FINRA). For more information please visit: www.haywood.com

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 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.