



## 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

February 1<sup>st</sup>, 2019

### Item 3 – News Release

A news release for Gunpowder Capital Corp., dated February 1<sup>st</sup>, 2019, 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 it had entered into a debt settlement agreement where the Corporation will issue Six Hundred Thousand ("600,000") Common Shares of the Corporation at a deemed price of Seven and a Half Cents ("\$.075") CDN per Common Share to settle Forty-Five Thousand Dollars ("\$45,000.00") CDN of debt due to a creditor.

The issuance of the 600,000 Common Shares as described above is a material event as defined by NP 51-201 as the aforementioned issuance will increase the number of the Corporation's issued Common Shares from 68,411,750 (As At January 31<sup>st</sup>, 2019) to 69,011,750 (As At February 1<sup>st</sup>, 2019).

### 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

February 1<sup>st</sup>, 2019

## **Schedule "A"**



## News Release

### **Gunpowder Capital Corp., Receives \$102,750.00 CDN in Compensation, Makes Strategic Investment, Settles Debt.**

**FOR IMMEDIATE RELEASE**

**February 1<sup>st</sup>, 2019**

**Toronto, Ontario, February 1<sup>st</sup>, 2019** – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that it had received One Hundred and Two Thousand, Seven Hundred and Fifty Dollars (“\$102,750.00”) CDN in compensation for providing consulting and advisory services to its client Meryllion Resources Corp., (CSE: MYR), (“Meryllion”). Gunpowder brokered a proposed Reverse Take Over (“RTO”) deal between Meryllion and Back Country Property Management (“BCPM”). BCPM is a recreational cannabis producer with operations located in the State of California. Gunpowder elected to convert the compensation that it received from Meryllion into Five Million, One Hundred and Thirty-Six Thousand, Nine Hundred and Fifty-Six (“5,136,956”) Common Shares of Meryllion Resources Corp. For more details in regards to the proposed RTO between Meryllion and BCPM that Gunpowder was instrumental in facilitating, please refer to the Meryllion’s press release dated January 30<sup>th</sup>, 2019 which can be viewed by visiting the following link:

<https://www.newsfilecorp.com/company/5495/Meryllion-Resources-Corporation>

The Corporation also announced today that it has participated in Advantagewon Oil Corp., (CSE:AOC), (OTCQB: ANTGF), (“AOC”) current Non-Brokered Private Placement offering. The Corporation subscribed to Seventy-Two Thousand, Five Hundred Dollars (“\$72,500.00”) CDN worth of AOC Units. In total, for its \$72,500.00 CDN investment into AOC the Corporation received Two Million and Seventy-One Thousand, Four Hundred and Twenty-Nine (“2,071,429”) Units. Each AOC Unit consists of One Common Share in the capital of AOC and one Common Share Purchase Warrant (a “Warrant”), with each Warrant entitling the holder thereof to purchase one Common Share of AOC at an exercise price of Six Cents (“\$0.06”) 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 AOC’s shares closes at or greater than \$0.10 CDN for ten consecutive trading days.

The Corporation further announced that it had entered into a debt settlement agreement where the Corporation will issue Six Hundred Thousand (“600,000”) Common Shares of the Corporation at a deemed price of Seven and a Half Cents (“\$0.075”) CDN per Common Share to settle Forty-Five Thousand Dollars (“\$45,000.00”) CDN of debt due to a creditor. Due to the issuance of the 600,000 Common Shares, the Corporation now has 69,011,750 Common Shares issued and outstanding.

#### **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](http://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.