



## 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 7<sup>th</sup>, 2019

### Item 3 – News Release

A news release for Gunpowder Capital Corp., dated February 7<sup>th</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 GPC shall issue Two Hundred Thousand Dollars ("200,000.00") CDN worth of GPC Class – A preferred shares to Eighteen Fifty Equity, Inc.

The issuance of the 20,000 Class – A preferred 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 Class – A preferred shares from 473,020 (As At February 6<sup>th</sup>, 2019) to 493,020 (As At February 7<sup>th</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 8<sup>th</sup>, 2019

## **Schedule "A"**



## News Release

### **Eighteen Fifty Equity Inc., Engages Gunpowder Capital Corp.**

**FOR IMMEDIATE RELEASE**

**February 7<sup>th</sup>, 2019**

**Toronto, Ontario, February 7<sup>th</sup>, 2019** – Gunpowder Capital Corp. (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that Eighteen Fifty Equity, Inc. (“1850”), has retained Gunpowder to act as financial advisor to 1850 and to assist 1850 in completing its proposed “go public” transaction. Through its fully owned subsidiary, Natural Wellness, Inc., 1850 specializes in finding natural wellness through plant-based medicine as the Company offers a wide range of CBD products to its clientele.

Effective immediately, 1850 shall issue GPC One Million Five Hundred Thirty Thousand (“1,530,000”) common shares of 1850 and 1850 shall also pay GPC a one-time advisory fee of Twenty Thousand Dollars (“\$20,000.00”) CDN plus HST for the advisory services GPC shall provide 1850 in its going public endeavors. Furthermore, and upon successful listing onto a Canadian-based stock exchange, and as compensation for GPC’s services, 1850 will issue Four Hundred and Fifty Thousand Dollars (“\$450,000.00”) CDN plus HST worth of common shares in 1850 to GPC on the same terms and enterprise value as those anticipated in the going public transaction.

1850 has provided audited financials as required under the agreement, as well as being tasked with providing quarterly financials and associated MD&A. Once completed, GPC shall issue Two Hundred Thousand Dollars (“\$200,000.00”) CDN worth of GPC Class – A preferred shares to 1850.

Mr. Paul Haber, Chief Financial Officer of Gunpowder, stated: “We are extremely pleased to have been selected by 1850 for this go public assignment. Gunpowder is finding a lot of private North American based Cannabis / Hemp companies that want to rapidly expand and take the next step in their business evolution which is accessing capital via the public and equity markets. Currently in this point in time, Canada offers several stock exchanges that allow Cannabis entities to list which facilitates the aforementioned need. 1850 is one such Company and we are looking forward to working with them.”

Mr. Mike Arnold of Kansas City, Missouri, CEO of 1850, stated: “We are very excited to partner with Gunpowder in our proposed ‘go public’ endeavour. We see this firm as a very unique partner as they can facilitate all of our ‘go public’ needs including providing assistance to accessing capital. We see Gunpowder as partner that will be instrumental in providing us the necessary tools so we can take the next step in our Midwest cannabis and hemp business evolution.”

#### **Eighteen Fifty Equity Inc.**

Eighteen Fifty Equity, Inc. specializes in finding natural wellness through plant-based medicine. Through its wholly owned subsidiary, Natural Wellness, Inc., (“NWI”) which was founded in Kansas City, Missouri, by Jessica Anderson, 1850 offers a wide range of CBD products to its clientele. Currently, NWI is positioning itself so it can greatly expand its market presence throughout the State of Missouri and beyond. For more information on Eighteen Fifty Equity, Inc., please visit [www.1850equity.com](http://www.1850equity.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](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.