



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

May 22nd, 2019

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated May 22nd, 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 today that it has acquired a ready to mine deployable first stage cluster of Cryptocurrency Mining Rigs and that the Corporation has incorporated MethodeVerte Inc., the Corporation's fully owned Cryptocurrency Mining subsidiary. In connection with the acquisition of the Mining Rigs, Gunpowder issued Eight Million, Eight Hundred and Ninety Eight Thousand, Nine Hundred and Seventy-Six ("8,898,976") Common Shares at a deemed price of Five Cents ("\$0.05") CDN per Common Share to acquire the Mining Rigs for MethodeVerte Inc.

The issuance of the 8,898,976 Common Shares as described above is a material event as defined by NP 51-201 as the aforementioned issuance will increase the total number of the Corporation's issued common shares from 98,051,750 (As At May 21st, 2019) to 106,950,726 (As At May 22nd, 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

May 22nd, 2019

Schedule "A"



News Release

Gunpowder Capital Corp., Forms Cryptocurrency Subsidiary and Commences Cryptocurrency Operations

FOR IMMEDIATE RELEASE

May 22nd, 2019

Toronto, Ontario, May 22nd, 2019 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that it has acquired a ready to mine deployable first stage cluster of Cryptocurrency Mining Rigs and that the Corporation has incorporated MethodeVerte Inc., the Corporation’s fully owned Cryptocurrency Mining subsidiary. Gunpowder plans on developing MethodeVerte Inc., into leading-edge Cryptocurrency Technology Company, that focuses on both the mining of Cryptocurrencies and on the development of next generation Cryptocurrency and Blockchain technologies. The Corporation is planning to rapidly expand MethodeVerte’s operations as the Corporation is aiming to have second and third stage deployments of additional Cryptocurrency Mining assets in the thousands in place, and in operation by the end of calendar 2019.

Since the week of May 6th Bitcoin has increased in value over \$2,000.00 USD. Furthermore, Bitcoin is up a staggering 58% over the last 30 days, and as of the date of this press release, Bitcoin is valued slightly under \$8,000.00 USD per Bitcoin. Gunpowder, via its associations and discussions with Cryptocurrency Companies, learned that Bitcoin needs to be valued at approximately \$5,500.00 USD to achieve a breakeven point for most Crypto Mining operations. With Bitcoin valued around \$8,000.00 USD, there is currently a healthy profitability margin in place.

In connection with the acquisition of the Mining Rigs, Gunpowder issued Eight Million, Eight Hundred and Ninety Eight Thousand, Nine Hundred and Seventy-Six (“8,898,976”) Common Shares at a deemed price of Five Cents (“\$0.05”) CDN per Common Share to acquire the Mining Rigs for MethodeVerte Inc.

Upon the completion of the issuance of the 8,898,976 Common Shares, the Corporation will have 106,950,726 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

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.