



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 30th, 2019

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated May 30th, 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 that it had efficiently delivered against a strategy to raise operational funds for its cryptocurrency subsidiary MethodeVerte Inc., and has sold two of its real estate assets which were both located in Windsor, Ontario. Net proceeds from the sale of the two properties amounted to One Hundred and Fifty-Nine Thousand Dollars ("159,000.00") CDN. All proceeds from the sale of the two properties will be properly put in place for MethodeVerte to expand its current mining presence

The sale of the two Windsor properties could be deemed as a material event as the aforementioned sale could be considered as a "dispositions of assets, property" as defined by NP 51-201.

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 30th, 2019

Schedule "A"



News Release

Gunpowder Capital Corp., Completes the Sale of two of its Windsor based properties, Invests all proceeds from the sale into MethodeVerte Inc., the Corporation's fully owned Cryptocurrency Subsidiary

FOR IMMEDIATE RELEASE

May 30th, 2019

Toronto, Ontario, May 30th, 2019 – Gunpowder Capital Corp., (CSE: GPC), (CSE: GPC.PR.A), (OTCQB: GNPWF), (Frankfurt: YS6N), (“Gunpowder” or the “Corporation”) announced today that it has efficiently delivered against a strategy to raise operational funds for its cryptocurrency subsidiary MethodeVerte Inc., and has sold two of its real estate assets which were both located in Windsor, Ontario. Net proceeds from the sale of the two properties amounted to One Hundred and Fifty-Nine Thousand Dollars (“\$159,000.00”) CDN. All proceeds from the sale of the two properties will be properly put in place for MethodeVerte to expand its current mining presence. Gunpowder strongly believes that current positive movement and indicators in the Cryptocurrency market, along with identified significant growth opportunities in the space, warrant its continued investment in this subsidiary at this time.

The Corporation has elected to use the net proceeds from the sale of the two properties to purchase more Cryptocurrency Mining Hardware with the primary purpose to expand the current Cryptocurrency Mining operations of MethodeVerte Inc., the Corporation's recently formed Cryptocurrency Mining subsidiary – please refer to the Corporations May 22nd and May 27th, 2019 press releases for further details on MethodeVerte Inc.

In the Corporation's May 22nd 2019 press release the Corporation previously stated that Bitcoin was valued slightly under \$8,000.00 USD per Bitcoin which represented a staggering 58% increase in value between the 30 day time period of April 22nd, 2019 and May 22nd, 2019. As of the date of this press release, Bitcoin's quoted value was approximately \$8,700.00 USD per Bitcoin which represents an additional 9% increase in its quoted value in the past 7 days alone. Quoted market prices stated in this press release were provided by Google Finance.

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 at \$8,714.00 USD, there is currently a healthy profitability margin in place. It is anticipated that as new Cryptocurrency Mining Assets are scaled up and put in place, the Corporation will have the ability to mine significantly more Bitcoins or other cryptocurrency equivalents on a monthly basis.

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.