



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

Sept 4th, 2019

Item 3 – News Release

A news release for Gunpowder Capital Corp., dated Sept 4th, 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 appointed Mr. Ben Gelfand as CEO of the Corporation effectively immediately. Mr. Gelfand replaces Mr. Frank Kordy, who was serving as CEO of the Corporation since March 4, 2015. Mr. Kordy is remaining with the Corporation in his current roles as Secretary and as a Director.

The appointment of Mr. Gelfand as the Corporation's CEO is a material event as defined by NP 51-201 as the aforementioned appointment would be considered as a "Changes to the company's board of directors or executive management".

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, Secretary & Director | T: (647) 466-4037 | E: frank.kordy@gunpowdercapitalcorp.com

Item 9 – Date of Report

Sept 4th, 2019

Schedule "A"



News Release

Gunpowder Capital Corp., Appoints Ben Gelfand as Chief Executive Officer

FOR IMMEDIATE RELEASE

Sept 4th, 2019

Toronto, Ontario, September 4th, 2019 – 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 appointed Mr. Ben Gelfand as CEO of the Corporation effectively immediately. Mr. Gelfand replaces Mr. Frank Kordy, who was serving as CEO of the Corporation since March 4, 2015. Mr. Kordy is remaining with the Corporation in his current roles as Secretary and as a Director.

Mr. Gelfand began his career with Fidelity Investments in October of 1987 and has worked for Merrill Lynch, TD Waterhouse and others in sales, investment management, trading, private equity and investment banking roles. Mr. Gelfand earned his Bachelor's degree in Political Science from Ohio University. Prior to his becoming CEO of Gunpowder, Mr. Gelfand served as the Managing Director of Investment Banking at a Canadian investment firm. In connection with his appointment as CEO, Mr. Gelfand has been granted 1,000,000 stock options at a price of \$0.05 cents per stock option. The options vest immediately and have a life of 5 years.

Frank Kordy Director stated: "I am extremely pleased in having Ben on board as the Corporation's CEO. Ben has extensive experience in both investment banking and in digital assets and blockchain technology, which is a unique and rare combination. MethodeVerte Inc., is the Corporation's fully owned digital asset mining and development subsidiary. Since we entered into the digital assets space with MethodeVerte, we have been extremely encouraged by the results and its rate of growth. We feel that Ben will be instrumental in growing the technological aspect of our business for current and new sophisticated and accredited investors, as Ben has the unique ability of simplifying and executing blockchain and digital asset businesses. This unique ability will allow us to rapidly expand our digital asset business and to further advance our upcoming blockchain software solutions which we will provide more information on in Q1 of 2020."

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.