

Form 51-102F3
MATERIAL CHANGE REPORT

1. Name and address of the Company.

GreenBank Capital Inc.

(the "Company")

208 Queens Quay West, Suite 2506
Toronto, Ontario M5J2Y5

2. Date of Material Change

September 13, 2013.

3. News Release.

A press release disclosing the material change was released on September 13, 2013 disclosed through the facilities of Newsfile Corp.

4. Summary of Material Change.

The material change is fully described in the press release which is attached as Schedule "A" and is incorporated herein.

5. Full Description of Material Change.

A full description of the material change is contained under Item 4.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Daniel Wettreich, CEO at (416) 628 9879.

9. Date of Report

This report is dated at Toronto, this 13th day of September, 2013.

GREENBANK CAPITAL INC.

Per: "Daniel Wettreich" (signed)
Daniel Wettreich, Chief Executive Officer

Schedule A

This news release is not for distribution or dissemination in the United States of America



208 Queens Quay West, Suite 2506, Toronto, Ontario, M5J 2Y5
Phone: (647) 931 9768

GREENBANK NOT TO PROCEED WITH RIGHTS OFFERING

Toronto, Ontario, September 13, 2013 – GreenBank Capital Inc. (CNSX: GBC) ("GreenBank" or "the Company") announces that the Company will not proceed with the rights offering announced on April 22, 2013. The Company will seek to raise additional working capital by way of private placement and/or borrowing.

About GreenBank

GreenBank is a corporate finance investment business focusing on investing in Canadian small cap publicly listed companies. Based on the model of a London merchant bank, GreenBank takes equity positions in its clients, often participating in client company decisions via board of directors' positions. GreenBank facilitates listing private companies on the CNSX, arranges mergers and acquisitions, and invests equity in the transactions as appropriate.

For more information please see www.GreenBankCapitalinc.com or contact Danny Wettreich at (647) 931 9768 or dw@GreenBankCapitalinc.com

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of GreenBank Capital Inc. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and the company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.