

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

GreenBank Capital Inc. (the "Issuer")

208 Queens Quay West, Suite 2506, Toronto, ON M5J 2Y5

Item 2 Date of Material Change

January 7, 2014

Item 3 News Release

A news release disclosing the material change was issued and disseminated on January 7, 2014 through newswire and filed with the CSE and SEDAR, and which is attached as Schedule A and incorporated herein

Item 4 Summary of Material Change(s)

The Issuer's subsidiary Bitcoin Angel Capital Inc ("BAC") acquired 20% of Sovereign Exchange International Inc for 100,000 \$1 Convertible Debentures of BAC

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Daniel Wettreich, Chairman, CEO and CFO

(647) 931 9768 or email at dw@GreenBankCapitalInc.com

Item 9 Date of Report January 7, 2013

SCHEDULE A

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



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GREENBANK ACQUIRES 20% OF SOVEREIGN EXCHANGE INTERNATIONAL

Toronto, Ontario, January 7, 2014 – GreenBank Capital Inc. (CSE: GBC) ("GreenBank" or "the Company") announces that it has acquired 20% of Sovereign Exchange International Inc, ("the Exchange") which operates The Sovereign Exchange and is the issuer of the Sovereign virtual trade currency.

The Exchange will change its name to Sovereign Bitcoin Exchange, to reflect its proposed expansion into the Bitcoin marketplace, where it will facilitate the conversion of physical gold or silver into Bitcoin.

The Exchange provides a marketplace upon which physical silver and gold investors can discover purchasing-power within a business community that extends price discounts for virtual grams of silver, known as Sovereigns. Every Sovereign is 100% secured by investment grade bullion. Sovereigns can be tendered between members or used at any time to claim physical silver or gold. The Sovereign Exchange acts as a clearing-house for the trading activity, earning a commission on each transaction, and provides a 'window' for members to deposit or withdraw their bullion.

The Exchange will undergo an extensive rebranding so as to explain to the hard-money and cryptocurrency communities that positions can be taken in silver, gold or Bitcoin by exchanging either Sovereigns or Bitcoins in the online marketplace at agreed upon values. For the bullion investor the Exchange will provide a mechanism to seamlessly convert physical silver or gold into Bitcoin, and for the Bitcoin investor an opportunity to find a position in a silver-anchored virtual currency, which can be used to take delivery of physical bullion, or tendered with more than 350,000 members of the commercial trade or barter exchange community across North America. The Exchange will provide a Bitcoin-to-Sovereign exchange rate so that members will have a baseline for price discovery and transactions. With the current Bitcoin exchange-rate at approximately \$950 the exchange rate for one Bitcoin would be approximately 1375 Sovereigns,

or for one Sovereign approximately 0.0005018 BTC. The Sovereign exchange rate is currently \$0.69.

The acquisition was made by GreenBank's subsidiary Bitcoin Angel Capital ("Bitcoin Angel") which issued 100,000 Bitcoin Angel \$1 Convertible Debentures Series B to acquire 20% of the issued and outstanding common shares of the Exchange from Steven Merrill, the founder and President of the Exchange. The Debentures are secured on the 20% investment in the Exchange and will convert on or before December 31, 2015 into 400,000 common shares of Bitcoin Angel simultaneous with the listing of Bitcoin Angel on the CSE.

"We are delighted to be associated with GreenBank and Bitcoin Angel as we move our unique Exchange into the Bitcoin space. Since personally taking a significant position in Bitcoin in February 2013 and then helping many Exchange members and shareholders do the same, we have received numerous inquiries from hard-money investors looking to make the same transaction. The new expanded Exchange can facilitate these transactions without the silver or gold bullion ever entering the public domain. A conversion to fiat money is not required, and the commissions are paid in Sovereigns, not in cash." said Steven Merrill.

Over the next few weeks the renamed Sovereign Bitcoin Exchange intends to implement enhancements to the Exchange website at www.sovereignize.net and establish more depots across Canada for bullion investors to move their coins or bars into Exchange Treasury, making it easier and faster to charge their Sovereign accounts and bid for Bitcoin.

"This is the first angel investment made by Bitcoin Angel, and we are excited to be participating in the growth and development of the new Sovereign Bitcoin Exchange and the silver-backed Sovereign" said Danny Wettreich, CEO of GreenBank, who has been appointed a director and Chairman of the Exchange.

Steven Merrill is a pioneer in commercial exchange trading platforms. A native of Northern Alberta he was part of the original sales team with the Vancouver based start-up Mutual Exchange Canada until 1997. He then operated under a license agreement with The International Trade Exchange (ITEX) before launching his own exchange, The New Market Trade Network, in 2003. After selling the business in 2010 Merrill launched The Sovereign Exchange in 2012 with the help of eleven investors and approximately 10,000 ounces of physical silver. Merrill admits to being a "bug" who fell in love with "the silver story" in 2003, and who thereafter sold all of his real estate to take-up a larger position in the precious metals. Merrill will continue to lead the Exchange as President and majority owner.

The two subsidiaries of GreenBank, Bitcoin Angel which invests in early stage Bitcoin and other cryptocurrency focused companies, and Bitcoin Canada which will invest in Bitcoin, are currently making a private placement to accredited investors of up to \$5,000,000 Convertible Secured Debentures. GreenBank believes this will represent a convenient way for investors to gain exposure to a diversified portfolio of Bitcoin and early stage Bitcoin companies.

About GreenBank

GreenBank is a corporate finance investment business focusing on investing in Canadian small cap companies. GreenBank has launched two subsidiaries to invest in Bitcoin and Bitcoin startups, and is the first public company making Bitcoin investments. GreenBank also facilitates listing private companies on the Canadian Securities Exchange or CSE (formerly the CNSX), and arranges mergers and acquisitions, and private equity transactions.

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

Steven Merrill can be reached at (778) 835 7667 or steve@trade-up.ca

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.

The CSE has not reviewed, approved or disapproved the content of this press release