

GREENBANK CAPITAL INC

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

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as GreenBank Capital Inc. (the "Corporation") has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Corporation's meeting. However, instead of a paper copy of the Information Circular shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION - A Meeting (the "**Meeting**") of Shareholders of GreenBank Capital Inc. (the "**Corporation**") will be held at The Albany Club, 91 King Street East, Toronto, Ontario M5C 1G3 on March 31, 2014, at 11:40 am for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended July 31, 2013.
2. To elect directors of the Corporation for the ensuing year as identified in the Management Information Circular dated January 31, 2014
3. To appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors
4. To re-approve the stock option plan of the Corporation
5. To transact such other or further business as may properly come before the Meeting or any adjournment thereof

The full texts of the above-described resolutions and disclosure of the items to be voted upon can be found in the Information Circular section titled "Particulars of Matters To Be Acted Upon".

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING

The Board has determined that Shareholders registered on the books of the Corporation at the close of business on February 14, 2014 are entitled to notice of the Meeting and to vote at the Meeting. This Notice and accompanying materials has been sent to each director of the Corporation and each Shareholder entitled to receive Notice of the Meeting.

VOTING- Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the enclosed envelope. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the Corporation's registrar and transfer agent, Capital Transfer Agency Inc., not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof, or must be given to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

WEBSITES WHERE MEETING MATERIALS ARE POSTED- Shareholders can access the meeting materials on the Corporation's website at www.GreenBankCapitalInc.com/filings/ and on www.SEDAR.com under the Corporation's profile.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS- Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR. **To get further information about Notice and Access or request a Full Set of materials to be mailed call toll free 1-800-340-3085.**

Requests should be received at least 5 business days in advance of the proxy deposit date and time as set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

The Corporation has determined that those shareholders with existing instructions on their accounts to receive paper material will receive a paper copy of the Information Circular.

DATED at Toronto, Ontario January 31, 2014

BY ORDER OF THE BOARD OF DIRECTORS

“Daniel Wettreich” (signed)

Daniel Wettreich,
Chairman and CEO