

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

GreenBank Capital Inc. (the "Company")
208 Queens Quay West, Suite 2506
Toronto, Ontario M5J 2Y5

Item 2. Date of Material Change

A material change took place on May 28, 2014

Item 3. News Release

On May 28, 2014 a news release was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it will make an application for an Exempt Market Dealers license, the appointment of an Officer, the appointment of a director, and the grant of stock options to a director.

Item 5. Full Description of Material Change

The material change is fully described in the Company's news release of May 28, 2014 which is attached hereto as Schedule "A" and is incorporated herein.

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

The report is not being filed on a confidential basis in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No significant information has been omitted from this Material Change Report.

Item 8. Executive Officer

For further information, contact Daniel Wettreich, CEO, at 647-931-9768

Item 9. Date of Report

This report is dated at Toronto this 28th day of May, 2014.

GREENBANK CAPITAL INC.

/s/ Danny Wettreich

Per: _____
Danny Wettreich, CEO

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 to apply for Exempt Market Dealer License

Appoints new Officer and new Director and Grants Stock Options

Toronto, Ontario, May 28, 2014 - GreenBank Capital Inc (CSE: GBC) ("GreenBank") announces that it will apply for an Exempt Market Dealer License so that it can commence investment banking transactions.

“Becoming a registered exempt market securities dealer will enable GreenBank to be a dealer or underwriter for any securities which are prospectus exempt, and to be a dealer for any securities provided they are sold to clients who qualify for the purchase of exempt securities. “ said Danny Wettreich, CEO of GreenBank.

In furtherance of the license application, Paul Cullingham, currently an independent director of GreenBank, has been appointed a Vice President of the Company. Mr Cullingham has been a licensed investment professional for over 25 years and will be the Chief Compliance Officer for the investment banking activities of GreenBank.

GreenBank is pleased to announce that Ryan Hunter has been appointed an independent director and member of the Audit Committee of the Company. Mr Hunter is a securities and corporate finance attorney with Chitiz Pathak LLP in Toronto. GreenBank has agreed to grant Mr. Hunter 60,000 incentive stock options exercisable at a price of \$0.11 per share for 24 months from the date of grant.

About GreenBank

GreenBank is a corporate finance investment business investing in the medical marijuana space, bitcoin startups, and Canadian small cap companies. GreenBank's subsidiary Canada Marijuana Agricorp intends to be a commercial producer of medical marijuana, and GreenBank's subsidiary Bitcoin Angel Capital is seeking to make investments in early stage Bitcoin and other cryptocurrency companies. GreenBank also owns www.MarijuanaForCanada.ca a web based information source for the Canadian medical marijuana industry. 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.

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