

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 June 11, 2014

Item 3. News Release

On June 11, 2014 a news release was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it had signed a definitive agreement to acquire all the rights, title and interest to the GreenCoin cryptocurrency software. GreenBank's newly formed subsidiary GreenCoin Inc, which now owns all the rights, title and interest to GreenCoin, intends to complete the software by adding additional features to the GreenCoin software protocol, prior to launching it on the market. When all aspects of the GreenCoin software are completed, GreenCoin will be a new innovative cryptocurrency featuring digital identification that aims to resolve the "trust based concerns" with other virtual currencies. Users of other cryptocurrencies are not identifiable and therefore those cryptocurrencies are not only susceptible to be used for illegal purposes, but are not easily taxable by governments. These concerns make global acceptance of cryptocurrency transactions more difficult. GreenCoin will provide a solution by adding email or phone identification to all GreenCoin transactions. Those intending illegal activities will not use GreenCoin as they can be easily identified. Global governments will be able to collect taxes based on GreenCoin transactions with rules for each type of transaction.

Item 5. Full Description of Material Change

The material change is more fully described in the Company's news release of June 11, 2014 which is attached hereto as Schedule "A" and is incorporated herein.

The Company announced that it had signed a definitive agreement to acquire all the rights, title and interest to the GreenCoin cryptocurrency software. GreenBank's newly formed subsidiary GreenCoin Inc, which now owns all the rights, title and interest to GreenCoin, intends to complete the software by adding additional features to the GreenCoin software protocol, prior to launching it on the market. When all aspects of the GreenCoin software are completed, GreenCoin will be a new innovative cryptocurrency featuring digital identification that aims to resolve the "trust based concerns" with other virtual currencies. Users of other cryptocurrencies are not identifiable and therefore those cryptocurrencies are not only susceptible to be used for illegal purposes, but are not easily taxable by governments. These concerns make global acceptance of cryptocurrency transactions more difficult. GreenCoin will provide a solution by adding email or phone identification to all GreenCoin transactions. Those intending illegal activities will not use GreenCoin as they can be easily identified. Global governments will be able to collect taxes based on GreenCoin transactions with rules for each type of transaction.

Upon completion of the software GreenCoin Inc will launch it on the market and commence an awareness and marketing campaign for GreenCoin. At that time GreenCoin Inc will seek to add GreenCoin miners and GreenCoin retail users and create a GreenCoin network, and will seek acceptance of GreenCoin by governments and banking institutions. There is no guarantee that GreenCoin Inc will complete the software or that it will be successful if launched.

GreenBank owns 75% of GreenCoin Inc, and the lead developer Nilam Doctor owns 5%, and First Cyberking Network Limited ("FCN") which has participated in the development of GreenCoin owns 20%. The CEO of FCN, Maxime Ngan has been appointed a Director and Vice Chairman of the Board of GreenCoin Inc, and Nilam Doctor has been appointed a Director and Chief Technology Officer of GreenCoin Inc.

GreenCoin Inc is a software development company developing a unique cryptocurrency product featuring digital identification. GreenCoin has not yet been launched on the market. Securities regulatory authorities in Canada, including the Ontario Securities Commission, have yet to determine the impact of an investment product that invests in cryptocurrencies, including whether or not cryptocurrencies constitute a suitable asset class for retail investors. Upon the launch of the GreenCoin cryptocurrency on the market an investment manager registration or a dealer registration may or may not be required, and if required there is no guarantee that such registration applications if made would be granted. GreenBank has previously filed on Sedar on March 27, 2014 a Material Change Report containing disclosures with regard to the risk of investing in cryptocurrencies, and is filing this further Material Change Report adding to such disclosures with respect to GreenCoin. There is no guarantee that the GreenCoin software will be completed, and if completed will be utilized in the market, and if utilized will be successful.

The Company was previously of the opinion that if investing directly in cryptocurrencies required registration of the Company or its subsidiaries as an investment fund manager then the Company and its subsidiaries would not invest directly in cryptocurrencies. The Company believes that the purchase of the GreenCoin software does not at present constitute investing in cryptocurrencies but only in incomplete software which may or may not be further developed

into a unique type of cryptocurrency. Should the GreenCoin software be completed and be successful in creating the GreenCoin cryptocurrency, then the Company and its subsidiary GreenCoin Inc will consider its position and determine at that time if an investment fund manager registration was required, and if required whether such registration was in the interests of the Company, and if such investment manager registration application should be made. There is no guarantee that if an application for investment manager registration was made that it would be approved. In the event that the GreenCoin software was completed and should the Company determine that an investment fund manager registration application was not in the interests of the Company then GreenCoin Inc will seek to license or sell the GreenCoin software to third parties. There is no guarantee that any third party would agree to license or purchase the GreenCoin software or that such license or sale would be on terms acceptable to GreenCoin Inc.

If GreenCoin Inc is successful in completing the GreenCoin software it will have created a cryptocurrency with unique digital identification features. The material risks of investing in cryptocurrency and cryptocurrency businesses are detailed below:-

Risk Factors Related to Cryptocurrency Networks

The further development and acceptance of any Cryptocurrency Network is subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of a Cryptocurrency Network may adversely affect an investment in GreenCoin Inc

Cryptocurrency may be used, among other things, to buy and sell goods and services which is a new and rapidly evolving industry subject to a high degree of uncertainty. The factors affecting the further development of the cryptocurrency industry, as well as any CryptocurrencyNetwork, include:

- Continued worldwide growth in the adoption and use of cryptocurrency;
- Government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of networks or other cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies; and
- General economic conditions and the regulatory environment relating to cryptocurrency.

A decline in the popularity or acceptance of Cryptocurrency Networks would harm the price of GreenCoin.

Currently, there is relatively small use of Cryptocurrency in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect an investment in GreenCoin Inc.

Cryptocurrency have not been widely adopted as a means of payment for goods and services by many major retail and commercial outlets. Conversely, a significant portion of Cryptocurrency demand is generated by speculators and investors seeking to profit from holding of Cryptocurrency. The relative lack of acceptance of Cryptocurrency in the retail and commercial marketplace limits the ability of end-users to pay for goods and services with Cryptocurrency. A lack of expansion by Cryptocurrency into retail and commercial markets, or a contraction of such use, may result in increased volatility which could adversely impact an investment in GreenCoin Inc.

Amendments to Cryptocurrency Network protocols and software could adversely affect an investment in GreenCoin Inc

A Cryptocurrency Network is based on a math-based protocol that governs the peer-to-peer interactions between computers connected to the Cryptocurrency Network. The code that sets forth the protocol is managed by a development team known as the Core Developers. The Core Developers can propose amendments to the Cryptocurrency Network's source code through one or more software upgrades that alter the protocols and software that govern the Cryptocurrency Network and the properties of the Cryptocurrency, including the irreversibility of transactions and limitations on the mining of new Cryptocurrency. To the extent that a significant majority of the users and Cryptocurrency miners on the Cryptocurrency Network install such software upgrades the Cryptocurrency Network would be subject to new protocols and software that may adversely affect an investment in GreenCoin Inc

If a malicious actor or botnet obtains control in excess of 50 percent of the processing power active on a Cryptocurrency Network, it is possible that such actor or botnet could manipulate the Blockchain in a manner that adversely affects an investment in GreenCoin Inc

If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to mining on a Cryptocurrency Network, it may be able to alter the Blockchain on which the Cryptocurrency Network and all Cryptocurrency transactions rely. In such circumstances the malicious actor or botnet could control, exclude or modify the ordering of transactions, though it could not generate new Cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own Cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. To the extent that such malicious actor or botnet does not yield its majority control of the processing power on the Cryptocurrency Network or the Cryptocurrency community does not reject the fraudulent blocks as malicious, reversing any changes made to the Blockchain may not be possible. Such changes could adversely affect an investment in GreenCoin Inc

If the award of Cryptocurrency for solving transaction blocks and transaction fees for recording transactions are not sufficiently high to incentivize Cryptocurrency miners, Cryptocurrency miners may cease expending processing power to solve transaction blocks

and confirmations of transactions on the Blockchain could be slowed temporarily. A reduction in the processing power expended by Cryptocurrency miners on the Cryptocurrency Network could increase the likelihood of a malicious actor or botnet obtaining control in excess of 50 percent of the processing power active on the Cryptocurrency Network or the Blockchain, potentially permitting such actor or botnet to manipulate the Blockchain in a manner that adversely affects an investment in GreenCoin Inc.

If the award of new Cryptocurrency for solving transaction blocks declines and transaction fees are not sufficiently high, Cryptocurrency miners may not have an adequate incentive to continue mining and may cease their mining operations. Cryptocurrency miners ceasing operations would reduce the collective processing power on the Cryptocurrency Network, which would adversely affect the confirmation process for transactions by decreasing the speed at which transaction blocks are added to the Blockchain until the next scheduled adjustment in difficulty for transaction block solutions and make the Cryptocurrency Network more vulnerable to a malicious actor or botnet obtaining control in excess of 50 percent of the processing power on the Cryptocurrency Network. Any reduction in confidence in the confirmation process or processing power of the Cryptocurrency Network may adversely impact an investment Cryptocurrency Angel.

As the number of Cryptocurrency awarded for solving a transaction block in the Blockchain decreases over time, the incentive for Cryptocurrency miners to continue to contribute processing power to the Cryptocurrency Network will transition from a set reward to transaction fees. Either the requirement from Cryptocurrency miners of higher transaction fees in exchange for recording transactions in the Blockchain or a software upgrade that automatically charges fees for all transactions may decrease demand for Cryptocurrency and prevent the expansion of the Cryptocurrency Network to retail merchants and commercial businesses, resulting in a reduction in the price of the Cryptocurrency that could adversely impact an investment in GreenCoin Inc

In order to incentivize Cryptocurrency miners to continue to contribute processing power to the Cryptocurrency Network, the Cryptocurrency Network may either formally or informally transition from a set reward to transaction fees earned upon solving for a transaction block. This transition could be accomplished either by Cryptocurrency miners independently electing to record on the transaction blocks they solve only those transactions that include payment of a transaction fee or by the Cryptocurrency Network adopting software upgrades that require the payment of a minimum transaction fee for all transactions. If transaction fees paid for Cryptocurrency transactions become too high, the marketplace may be reluctant to accept Cryptocurrency as a means of payment and existing users may be motivated to switch from Cryptocurrency to another cryptocurrency or back to fiat currency. Decreased use and demand for Cryptocurrency may adversely impact an investment in GreenCoin Inc

To the extent that any Cryptocurrency miners cease to record transactions in solved transaction blocks, transactions that do not include the payment of a transaction fee will not be recorded on the Blockchain until a transaction block is solved by a Cryptocurrency miner who does not require the payment of transaction fees. Any widespread delays in the recording of Cryptocurrency transactions could result in a loss of confidence in the Cryptocurrency Network, which could adversely impact an investment in GreenCoin Inc

To the extent that any Cryptocurrency miners cease to record transactions in solved transaction blocks, such transactions will not be recorded on the Blockchain. Currently, there are no known incentives for Cryptocurrency miners to elect to exclude the recording of transactions in solved transaction blocks; however, to the extent that any such incentives arise the actions of Cryptocurrency miners solving a significant number of transaction blocks could delay the recording and confirmation of transactions on the Blockchain. Any systemic delays in the recording and confirmation of transactions on the Blockchain could adversely impact an investment in GreenCoin Inc

Intellectual property rights claims may adversely affect the operation of the Cryptocurrency Network.

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the Cryptocurrency Network's long-term viability or the ability of end-users to hold and transfer Cryptocurrency may adversely affect an investment in GreenCoin Inc. Additionally, intellectual property claims could prevent GreenCoin Inc and other end-users from accessing the Cryptocurrency Network or holding or transferring Cryptocurrency. As a result, an intellectual property claim against Cryptocurrency Network participants could adversely affect an investment in GreenCoin Inc

Regulatory agencies could shut down or restrict the use of platforms or exchanges that use virtual currencies.

Regulatory agencies could shut down or restrict the use of platforms or exchanges that use virtual currencies. This could lead to a loss of any investment made in GreenCoin Inc and may trigger regulatory action by regulators.

The ability to use virtual currency is limited by the willingness of others to accept it

The ability to use Cryptocurrency is limited by the willingness of others to accept it as no law requires companies or individuals to accept them as a form of payment for goods and services. In the event that no company or individual is willing to accept Cryptocurrency they will not have any value.

Platforms that buy and sell Cryptocurrency, as well as digital wallets, can be hacked

Platforms that buy and sell Cryptocurrency and other virtual currency, as well as digital wallets, can be hacked. In the event that trading platforms and digital wallets are hacked, this could lead to a loss of any investment made in GreenCoin Inc

Transactions using Cryptocurrency or other virtual currency are not covered by deposit insurance

Transactions using Cryptocurrency are not covered by deposit insurance, unlike banks and credit unions that provide guarantees or safeguards.

There is an increased risk of fraud related to virtual currencies, payment platforms and related businesses

There is an increased risk of fraud related to virtual currencies, payment platforms and related businesses. If fraud occurs this could lead to a loss of any investment made in GreenCoin Inc

Risk Factors Related to the Cryptocurrency Exchange Market

Fluctuations in the price of Cryptocurrency could adversely affect an investment in GreenCoin Inc

There is no assurance that Cryptocurrency will maintain long-term value in terms of purchasing power in the future or that the acceptance of Cryptocurrency payments by mainstream retail merchants and commercial businesses will continue to grow. In the event that the price of Cryptocurrency declines, the value of an investment in GreenCoin Inc will likely decline. The price of Cryptocurrency has fluctuated widely over the past three years. Several factors may affect the price of Cryptocurrency, including, but not limited to:

- Global Cryptocurrency supply;
- Global Cryptocurrency demand, which is influenced by the growth of retail merchants' and commercial businesses' acceptance of Cryptocurrencies as payment for goods and services, the security of online Cryptocurrency Exchanges and digital wallets that hold Cryptocurrencies, the perception that the use and holding of Cryptocurrencies is safe and secure, and the lack of regulatory restrictions on their use;
- Investors' expectations with respect to the rate of inflation;
- Interest rates;
- Currency exchange rates, including the rates at which Cryptocurrencies may be exchanged for fiat currencies;
- Fiat currency withdrawal and deposit policies of Cryptocurrency Exchanges and liquidity on such Cryptocurrency Exchanges;
- Interruptions in service from or failures of major Cryptocurrency Exchanges
- Investment and trading activities of large investors that may directly or indirectly invest in Cryptocurrency;
- Monetary policies of governments, trade restrictions, currency devaluations and revaluations;
- Regulatory measures, if any, that restrict the use of Cryptocurrency as a form of payment or the purchase of Cryptocurrency on the Cryptocurrency Market;
- Global or regional political, economic or financial events and situations;
- Expectations among Cryptocurrency economy participants that the value of Cryptocurrency will soon change.

The value of Cryptocurrency may be subject to momentum pricing whereby the current value may account for speculation regarding future appreciation in value. Momentum pricing of Cryptocurrency may subject Cryptocurrency to greater volatility and adversely affect an investment in GreenCoin Inc

Momentum pricing typically is associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of Cryptocurrency may result in speculation regarding future appreciation in the value of Cryptocurrency. As a result, changing investor confidence in Cryptocurrency could adversely affect an investment in GreenCoin Inc

Pricing on any Cryptocurrency Exchange in the Cryptocurrency Exchange Market can be volatile and can adversely affect an investment in GreenCoin Inc

The price of Cryptocurrency on public Cryptocurrency Exchanges has a limited history. Cryptocurrency Exchanges have been subject to influence by many factors including the levels of liquidity on Cryptocurrency Exchanges. Even the largest Cryptocurrency Exchanges have been subject to operational interruption or collapse, the most recent being the bankruptcy of Mt. Gox. The collapse of any Cryptocurrency Exchange may limit the liquidity of Cryptocurrency and result in volatile prices and a reduction in confidence in the Cryptocurrency Network and the Cryptocurrency Exchange Market. The price of Cryptocurrency on Cryptocurrency Exchanges may also be impacted by policies on or interruptions in the deposit or withdrawal of fiat currency into or out of Cryptocurrency Exchanges. Cryptocurrency Exchange users may buy or sell Cryptocurrency for fiat currency or transfer Cryptocurrencies to other wallets. Operational limits (including regulatory, exchange policy or technical or operational limits) on the size or settlement speed of fiat currency deposits by users into Cryptocurrency Exchanges may reduce demand on such Cryptocurrency Exchanges, resulting in a reduction in the Cryptocurrency price on such Cryptocurrency Exchange. An investment in GreenCoin Inc may be adversely affected by pricing on any Cryptocurrency Exchange.

The Cryptocurrency Exchanges which trade Cryptocurrency are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure than established, regulated exchanges for other products. To the extent that the Cryptocurrency Exchanges representing a substantial portion of the volume in Cryptocurrency trading are involved in fraud or experience security failures or other operational issues, such Cryptocurrency Exchanges' failures may adversely affect an investment in GreenCoin Inc

The Cryptocurrency Exchanges trading Cryptocurrency are new and, in most cases, largely unregulated. Over the past three years, several Cryptocurrency Exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such Cryptocurrency Exchanges were not compensated or made whole for the partial or complete losses of their account balances in such Cryptocurrency Exchanges. While smaller Cryptocurrency Exchanges are less likely to have the infrastructure and capitalization that make larger Cryptocurrency Exchanges more stable, larger Cryptocurrency Exchanges are more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems). A lack of stability in the Cryptocurrency Exchange Market and the closure or temporary shutdown of Cryptocurrency Exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in the Cryptocurrency Network. These potential consequences of a Cryptocurrency Exchange's failure could adversely affect an investment in GreenCoin Inc

An investment in GreenCoin Inc may be adversely affected by competition from other Cryptocurrency related startup companies.

GreenCoin Inc will compete with other Cryptocurrency vehicles. Market and financial conditions, and other conditions beyond GreenCoin Inc's control could adversely impact GreenCoin Inc

Risk Factors Related To GreenCoin Inc

As the Management of GreenCoin Inc have no history of operating a cryptocurrency software business like GreenCoin Inc their experience may be inadequate or unsuitable to manage GreenCoin Inc

The management of GreenCoin Inc has no history of past performance in managing a company like GreenCoin Inc. The past performances of management in other positions are no indication of their ability to manage GreenCoin Inc. If the experience of management is inadequate or unsuitable to manage GreenCoin Inc the operations of GreenCoin Inc may be adversely affected.

GreenCoin Inc may be required to terminate and liquidate at a time that is disadvantageous to Shareholders.

If GreenCoin Inc is required to terminate and liquidate its Cryptocurrency assets, such termination and liquidation could occur at a time that is disadvantageous to investors in GreenCoin Inc. In such a case the resulting proceeds will reflect the prevailing value of GreenCoin Inc at the time of sale.

Extraordinary expenses resulting from unanticipated events may become payable by GreenCoin Inc , adversely affecting an investment in GreenCoin Inc

Any incurring of extraordinary expenses by GreenCoin Inc could adversely affect an investment in GreenCoin Inc

Risk Factors Related to the Regulation of GreenCoin Inc

The tax consequences to an investor of an investment in could GreenCoin Inc differ from the investor's expectations.

The tax rules applicable to Cryptocurrency are complex, and no statutory, judicial, or administrative authority directly addresses the characterization of an investment in Cryptocurrency. The tax consequences to an investor of an investment in GreenCoin Inc could differ from the investor's expectations.

Regulatory changes or actions may alter the nature of an investment in GreenCoin Inc or restrict the use of Cryptocurrency or the operation of the Cryptocurrency Network in a manner that adversely affects an investment in GreenCoin Inc

Until recently, little or no regulatory attention has been directed toward Cryptocurrency by Canada federal and provincial governments, foreign governments and self-regulatory agencies. As Cryptocurrency have grown in popularity and in market size, certain Canadian legislative bodies and agencies have begun to examine the operations of Cryptocurrency, Cryptocurrency

users and the Cryptocurrency Exchange Market. Regulatory authorities in Canada, including the Ontario Securities Commission, have yet to determine the regulatory impact of cryptocurrencies in general. There is a possibility of future regulatory change altering, perhaps to a material extent, the nature of an investment in GreenCoin Inc or the ability of GreenCoin Inc to continue to operate. To the extent that a Canadian or foreign government or quasi-governmental agency exerts regulatory authority over the Cryptocurrency Network or Cryptocurrency trading and ownership, then GreenCoin Inc may be adversely affected. To the extent that future regulatory actions or policies limit the ability to exchange Cryptocurrency or utilize them for payments, the demand for Cryptocurrency will be reduced. Furthermore, regulatory actions may limit the ability of end-users to convert Cryptocurrency into fiat currency (*e.g.*, Canadian Dollars) or use Cryptocurrency to pay for goods and services. Such regulatory actions or policies could adversely affect an investment in GreenCoin Inc. Cryptocurrency currently faces an uncertain regulatory landscape in not only Canada, but also in many foreign jurisdictions.. While certain governments such as Germany, which has declared Cryptocurrency to be a form of private money that is recognized as a unit of account but not recognized in the same manner as fiat currency, have issued guidance as to how to treat Cryptocurrency, most regulatory bodies have not yet issued official statements regarding intention to regulate or determinations on regulation of Cryptocurrency,. Among those for which preliminary guidance has been issued in some form, Canada and Taiwan have labeled Cryptocurrency as a digital or virtual currency, distinct from fiat currency, while Sweden and Norway are among those to categorize Cryptocurrency as a form of virtual asset or commodity. In China, a recent government notice classified Cryptocurrency as legal and “virtual commodities;” however, the same notice restricted the banking and payment industries from using Cryptocurrency, creating uncertainty and limiting the ability to use Cryptocurrency. Conversely, regulatory bodies in some countries such as India have declined to exercise regulatory authority when afforded the opportunity. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the Cryptocurrency Network and its users, particularly Cryptocurrency Exchanges and service providers that fall within such jurisdictions’ regulatory scope. Such laws, regulations or directives may negatively impact the acceptance of Cryptocurrency by users, merchants and service providers and may therefore impede the growth of the Cryptocurrency economy. The effect of any future regulatory change on GreenCoin Inc is impossible to predict, but such change could be substantial and adverse to GreenCoin Inc

It may be illegal now, or in the future, to acquire, own, hold, sell or use Cryptocurrency in one or more countries, and subject to sanction.

Although currently Cryptocurrency is not regulated or is lightly regulated in most countries, including Canada, one or more countries such as China may take regulatory actions in the future that severely restricts the right to acquire, own, hold, sell or use Cryptocurrency or to exchange Cryptocurrency for fiat currency. Such a restriction may adversely affect an investment in GreenCoin Inc

Regulatory changes or interpretations of GreenCoin Inc’s activities may require GreenCoin Inc to register and comply with such regulations and the required registrations and regulatory compliance steps may result in extraordinary, non-recurring expenses to GreenCoin Inc

GreenCoin Inc may be required to comply with regulations that may cause GreenCoin Inc to incur extraordinary expenses, possibly affecting an investment in GreenCoin Inc in a material and adverse manner. Compliance with such regulations may result in extraordinary and non recurring expenses that may be disadvantageous to GreenCoin Inc

Risk Factors Related to Potential Conflicts of Interest

Potential conflicts of interest may arise among GreenCoin Inc Management and GreenCoin Inc

Generally, GreenCoin Inc directors and management are not prohibited from engaging in other businesses or activities, including those that might be in direct competition with GreenCoin Inc, however there may be circumstances where GreenCoin Inc's directors and officers are also directors and officers of a registrant and as a result may be prohibited from engaging in certain businesses or activities.

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 11th day of June, 2014.

GREENBANK CAPITAL INC.

/s/ Danny Wettreich

Per: _____
Danny Wettreich, CEO

SCHEDULE A



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

GREENBANK ACQUIRES GREENCOIN CRYPTOCURRENCY SOFTWARE

Toronto, Ontario, June 11, 2014 - GreenBank Capital Inc (CSE: GBC) ("GreenBank") is pleased to announce that it has signed a definitive agreement ("Agreement") to acquire all the rights, title and interest to the GreenCoin cryptocurrency software. When all aspects of the GreenCoin software are completed, GreenCoin will be a new innovative cryptocurrency featuring digital identification that aims to resolve the "trust based concerns" with other virtual currencies.

Users of other cryptocurrencies are not identifiable and therefore those cryptocurrencies are not only susceptible to be used for illegal purposes, but are not easily taxable by governments. These concerns make global acceptance of cryptocurrency transactions more difficult. GreenCoin will provide a solution by adding email, or phone identification to all GreenCoin transactions. Those intending illegal activities will not use GreenCoin as they can be easily identified. Global governments will be able to collect taxes based on GreenCoin transactions with rules for each type of transaction.

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GreenBank owns 75% of GreenCoin Inc, the lead developer Nilam Doctor owns 5%, and First Cyberking Network Limited ("FCN") which has participated in the development of GreenCoin owns 20%. GreenBank's CEO, Danny Wettreich, has been appointed Chairman and CEO of GreenCoin Inc, and FCN's CEO, Maxime Ngan, has been appointed a Director and Vice Chairman. Other directors of GreenCoin Inc are Nilam Doctor who is Chief Technology Officer, Paul Cullingham and Mark Wettreich.

Mr Ngan is an entrepreneur and investor based in Mauritius with business interests in telecommunications, shipping, and hotels. Mr Doctor is the lead developer of GreenCoin and a technology consultant and programmer. He is a Grant Committee Member of the Bitcoin Foundation and has assisted in multiple cryptocurrency projects.

“As an identified digital cryptocurrency, I believe that GreenCoin will represent a big step forward in the effort to resolve governmental concerns and users trust issues” said Danny Wettreich, CEO of GreenBank.

“We are delighted to be working with GreenBank to complete the development of GreenCoin and launch it on the market” said Maxime Ngan, CEO of FCN

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About GreenBank

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