

**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 11, 2015

**Item 3. News Release**

On May 11, 2015 a news release was released through the facilities of Newsfile Corp.

**Item 4. Summary of Material Change**

The Company announced that its 100% subsidiary GreenBank Financial Inc has received approval for an Exempt Market Dealers license.

**Item 5. Full Description of Material Change**

The material change is fully described in the Company's news release of May 11, 2015 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 11<sup>th</sup> day of May, 2015.

**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 Subsidiary Receives Approval for Exempt Market Dealer License**

### **GreenBank Financial Inc to commence investment banking activities**

Toronto, Ontario, May 11, 2015 - GreenBank Capital Inc (CSE: GBC) ("GreenBank") is pleased to announce that its 100% owned subsidiary, GreenBank Financial Inc, ("Greenbank Financial") has received approval for an Exempt Market Dealer License. GreenBank announced its intentions on May 28, 2014, and the application was made to the Ontario Securities Commission. The granting of the Exempt Market Dealers License now enables GreenBank Financial to commence investment banking transactions.

"As a registered exempt market securities dealer, GreenBank Financial is a dealer or underwriter for any securities which are prospectus exempt. It is also a dealer for any securities provided they are sold to clients who qualify for the purchase of exempt securities." commented Danny Wettreich, CEO of GreenBank.

GreenBank Financial now intends to identify public and private companies who may be candidates for its investment banking services, including corporate finance, mergers and acquisitions, private placements and reverse mergers.

## About GreenBank

GreenBank is a corporate finance investment business investing in Canadian small cap companies. Its 100% subsidiary GreenBank Financial Inc is an investment bank focusing on small cap companies. Its 80% subsidiary GreenCoinX Inc is a software company developing a unique crypto currency. GreenBank owns significant equity stakes in Leo Resources Inc (CSE:LEO), Hadley Mining Inc (CSE:HM) and Zara Resources Inc (CSE:ZRI). For more information please see [www.GreenBankCapitalinc.com](http://www.GreenBankCapitalinc.com) or contact Danny Wettreich at (647) 931 9768 or [dw@GreenBankCapitalinc.com](mailto: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