

**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 13, 2015

**Item 3.           News Release**

On May 13, 2015 a news release was released through the facilities of Newsfile Corp.

**Item 4.           Summary of Material Change**

The Company announced that its 80% owned subsidiary GreenCoinX Inc has completed an 11 month development program to establish GreenCoinX, the world's first identifiable digital currency based on the bitcoin block chain protocol.

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

The material change is more fully described in the Company's news release of May 13, 2015 which is attached hereto as Schedule "A" and is incorporated herein.

GreenCoinX Inc is a software development company that has developed a pre-beta version of a unique crypto currency software product featuring digital identification. There is no guarantee that the GreenCoinX software will be utilized in the market, and if utilized will be successful. Securities regulatory authorities in Canada, including the Ontario Securities Commission, have yet to determine the impact of an investment product that invests in crypto currencies, including whether or not crypto currencies constitute a suitable asset class for retail investors. Upon full completion of the software development program and the introduction of the final version of GreenCoinX on the market, an investment manager registration or a dealer registration may or may not be required. The Company's 100% owned subsidiary, GreenBank Financial Inc is currently an exempt market dealer. In the event that the Company determines that an investment manager registration is required there is no guarantee that such registration application if made would be granted. In the event that the Company determines that an investment fund manager registration application was not in the interests of the Company then GreenCoinX Inc will seek to license or sell the GreenCoinX software to third parties. There is no guarantee that any third party would agree to license or purchase the GreenCoinX software or that such license or sale would be on terms acceptable to GreenCoinX Inc.

GreenBank has previously filed on Sedar on March 27, 2014 and on June 11, 2014, Material Change Reports containing disclosures with regard to the risks of investing in crypto currency and a crypto currency business, including risks related to crypto currency networks, risks related to the crypto currency exchange market, and risk factors related to the regulation of crypto currencies, and such Reports are available on the GreenBank profile at [www.sedar.com](http://www.sedar.com). Potential investors should consider such risk factors carefully before making an investment in GreenBank.

**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 13<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 ESTABLISHES GREENCOINX- THE IDENTIFIABLE CRYPTO CURRENCY**

Toronto, Ontario, May 13, 2015 - GreenBank Capital Inc (CSE: GBC) ("GreenBank") is pleased to announce that its 80% subsidiary GreenCoinX Inc (previously called GreenCoin Inc) has completed an 11 month development program to establish GreenCoinX, the world's first identifiable digital currency based on the bitcoin blockchain protocol.

GreenCoinX is the only digital currency which requires identification before initiating a transaction, storing digital currency, or generating and mining digital currency. By requiring user identification GreenCoinX removes the anonymity which has created the largest barrier to widespread adoption of digital currencies. Identification discourages usage for illegal activities and facilitates the taxation of transactions.

There will be a finite maximum of 210 million GreenCoinX that can ever be generated between now and December 2160. There are presently approximately 130 million GreenCoinX in existence of which GreenCoinX Inc owns 60 million and the balance is owned by the development team, pre-beta testers, and pre-beta miners.

#### **Overview**

The lack of identification by other digital currencies makes them susceptible to be used for illegal purposes, and makes digital transactions difficult to tax. These concerns make global acceptance of digital currency much more difficult. GreenCoinX provides a solution by adding email and phone identification to all GreenCoinX transactions. Those intending illegal activities are unlikely to use GreenCoinX as they can be easily identified. Furthermore, global governments will be able to collect taxes based on GreenCoinX transactions, with country by country rules for each type of transaction.

GreenCoinX, which has XGC as its digital currency identifier, is flexible and modifiable such that the government of each country can decide what identification rules they require for a GreenCoinX transaction and what country specific taxes should be attached to each transaction. Additional parameters for further identification can be added on an as needed basis depending on the requirements of each country. GreenCoinX intends to commence negotiations with worldwide governmental authorities to establish the taxation and identification parameters that each country requires.

GreenCoinX identification is initially done when GreenCoinX software is downloaded for storing, generating or mining, and sending or receiving XGC. The user email and phone address are verified and stored on the blockchain of GreenCoinX as a transaction with zero value. The user has the option of sending or receiving GreenCoinX to a phone, email or GreenCoinX address. All websites transacting in XGC will have a verified GreenCoinX software client installed.

### **Future Development**

GreenCoinX is in the pre-beta stage, wherein some features may have restricted functionality and some minor software bugs may still exist. To develop the beta version (the precursor to the final version to be released unless significant software bugs emerge), with any modifications and additional features desired by governmental regulators, will require (a) an expanded development program (b) additional verification servers to be located in multiple countries and (c) maintenance of the verification block chain. This will require additional investment in both hardware and software. Further investment will be required to obtain governmental co-operation in multiple jurisdictions. GreenCoinX Inc will approach worldwide governments and central banking institutions to facilitate multiple country tax requirements, establish country specific capital controls, and create a network of digital currency miners as well as retail users. Such activities will also require a further investment in marketing. GreenCoinX Inc intends to seek financial partners to take development of GreenCoinX to the next level.

### **Technical Attributes**

GreenCoinX is an open source software program. Programmers can suggest changes and modifications to the code which can be accepted or rejected by GreenCoinX Inc. If changes are made to the software then an upgraded software version will be released by GreenCoinX Inc. To use GreenCoinX, registration is mandatory. After installation of the software, the user is required to be identified by providing email and phone information, which is validated by a simple code sent to the user and then verified. Alternatively, the user can use Remote Procedure Call (“RPC”) to get identified (RPC is a protocol that causes a procedure to execute in another address space). Once verified, the user will be able to use the full functionality of the software for adding GreenCoinX addresses to their digital currency wallet.

Specific tax rates can be set on a country by country basis, as can country border/capital controls. Taxes can be collected by the appropriate jurisdiction for every transaction. Governments will have specific templates that are exclusive to their country jurisdiction with different rules and rates. These templates will create tax deductions at the source of the XGC transaction, which taxes will be transferred to the respective governments’ GreenCoinX server. These templates will be created with the agreement of the government concerned, and will cover all transactions such as “Internal to Internal” and “Country to External” and “External to Country”.

Mining is performed by downloading the GreenCoinX software and using the host computer to solve an algorithm which when solved is rewarded with XGC. Mining is done to keep the XGC blockchain functioning and processing XGC transactions. When the XGC mining software accepts a transaction it is then broadcast and recorded on the XGC blockchain. When another miner accepts the transaction, that miner is rewarded with a voluntary transaction fee which is paid by the sender. Currently, standard computers can be used to mine XGC, however the reward for mining reduces over time and so as more XGC miners become active and the difficulty of solving the algorithmic equations increases, it is anticipated that specially designed computers are likely to be required to complete XGC mining transactions.

When XGC is mined or generated, the miners are rewarded with XGC and a new address is created and assigned to the XGC. A typical XGC address is 34 alpha-numeric characters in length, however users can use their email or phone address instead of this long code to send or receive XGC. This makes it easier for the XGC user to make transactions. The XGC user does not have to remember any XGC address, and just needs to know an email or phone address. The XGC addresses of the user and recipient will be pulled from the XGC blockchain.

Online retailers can receive XGC by publicizing their identified email or phone addresses on their website. E-commerce portals can easily get their website registered with GreenCoinX and start accepting XGC without any Application Program Interface (“API”) integrations. Unlike API integrations, which are used by websites to integrate payments of third party payment facilitators like PayPal, XGC can be accepted without third party involvement.

The pre-beta version of GreenCoinX can be downloaded for Windows, Linux and Mac OSX platforms from [www.GreenCoinX.com](http://www.GreenCoinX.com).

### **Risks and Uncertainty**

GreenBank has previously filed Material Change Reports on March 27, 2014 and on June 11, 2014 containing disclosures with regard to the risks of investing in crypto currency and a crypto currency business, including risks related to crypto currency networks, risks related to the crypto currency exchange market, and risk factors related to the regulation of crypto currencies, and such Reports are available on the GreenBank profile at [www.sedar.com](http://www.sedar.com). Potential investors should consider such risk factors carefully before making an investment in GreenBank.

### **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 that has developed a unique identifiable 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., raising additional capital and the future development of GreenCoinX. 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