

**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 1, 2015

Item 3. News Release

On June 1, 2015 a news release was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that, effective July 1, 2015, David M. Lonsdale will be appointed a director of the Company, and that the Company intends to complete a non-brokered private placement with David Lonsdale for proceeds of \$120,000.

Item 5. Full Description of Material Change

The Company announced that, effective July 1, 2015, David M. Lonsdale will be appointed a director of the Company, and that the Company intends to complete a non-brokered private placement with David Lonsdale of 600,000 units (each a "Unit") of GreenBank at a price of \$0.20 per Unit, for proceeds of \$120,000. Each Unit consists of one common share in the capital of GreenBank and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share in the capital of Greenbank at an exercise price of \$0.20, for 24 months after closing.

The material change is more fully described in the Company's news release of June 1, 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 1st day of June 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 TO APPOINT DIRECTOR AND COMPLETE PRIVATE PLACEMENT

Toronto, Ontario, June 1, 2015 – GreenBank Capital Inc. (CSE: GBC) ("GreenBank" or "the Company") announces that, effective July 1, 2015, David M. Lonsdale will be appointed a director of the Company.

Mr. Lonsdale is President and CEO of The Lonsdale Group, a Dallas-based private investor in small cap companies. Previously he was for ten years the President of Allegiance Capital Corporation, a private investment bank focusing on mergers and acquisitions, with offices in Dallas, New York, and Chicago. Mr. Lonsdale has successfully built and sold three venture-funded information technology companies, including selling one of them to Microsoft. Earlier in his career he managed corporate divisions of McDonnell Douglas/Boeing and Dun & Bradstreet/A C Nielsen. He obtained his MBA in Finance & Marketing from Cornell University and his B.Sc. in Physics & Mathematics from Leeds Beckett University in the U.K.

"We are very fortunate to have David Lonsdale join our board. His investment banking, corporate and entrepreneurial experience will undoubtedly strengthen our merchant banking activities." said Danny Wettreich, CEO of GreenBank.

"I am particularly excited about GreenBank's investment in GreenCoinX, which in my opinion is a revolutionary crypto currency, and I look forward to contributing my investment banking expertise to GreenBank." said David Lonsdale.

GreenBank intends to complete a non-brokered private placement (the "Private Placement") with David Lonsdale of 600,000 units (each a "Unit") of GreenBank at a price of \$0.20 per Unit, for proceeds of \$120,000. Each Unit consists of one common share in the capital of GreenBank and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one additional common share in the capital of Greenbank at an exercise price of \$0.20, for 24 months after closing. The securities will be issued pursuant to appropriate exemptions under the United States Securities Act of 1933, as amended, and will be subject to a hold period

in Canada of four months and a day. The proceeds of the Private Placement will be used for working capital purposes.

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 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., 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