

**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 April 18, 2016

Item 3. News Release

On April 18, 2016 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that as a result of review by staff of the Ontario Securities Commission, GreenBank is issuing a news release to clarify its disclosure made previously in the press release dated April 4, 2016

Item 5. Full Description of Material Change

On April 4, 2016 GreenBank announced that it had agreed to a non-brokered private placement (the "Private Placement") in which Daniel Wettreich, CEO and a director of the Company, will invest \$125,000 by subscribing for 500,000 units (each a "Unit") of GreenBank at a price of \$0.25 per Unit.

Neither GreenBank nor Daniel Wettreich had any knowledge of any material information concerning the Company or its securities that had not been generally disclosed.

The process of approving the private placement involved the appointment of a special committee, the approval of the transaction by the special committee, the consideration of the transaction by the directors with Daniel Wettreich disclosing his interest, and the unanimous approval of the transaction by the directors. The special committee was comprised of one director who is independent within the meaning of MI 61-101. There are three directors who are independent within the meaning of MI 61-101.

The proceeds of the Private Placement will be used for working capital purposes to make payments to GreenBank's creditors.

The material change is more fully described in the Company's news release of April 18, 2016 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 18th day of April 2016

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 CLARIFICATION OF PRIVATE PLACEMENT DISCLOSURE

Toronto, Ontario, April 18, 2016 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank") announces that, as a result of review by staff of the Ontario Securities Commission, GreenBank is issuing the following news release to clarify its disclosure made previously in the press release dated April 4, 2016 .

On April 4, 2016 GreenBank announced that it had agreed to a non-brokered private placement (the "Private Placement") in which Daniel Wettreich, CEO and a director of the Company, will invest \$125,000 by subscribing for 500,000 units (each a "Unit") of GreenBank at a price of \$0.25 per Unit.

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About GreenBank

GreenBank is a Canadian public company (trading symbols CSE:GBC and OTCMKTS:GRNBF). Its 80% subsidiary GreenCoinX Inc. has developed the world's first cryptocurrency requiring user identification. GreenCoinX meets the same "Know Your Customer" identification standards as the banking community,

and makes the promise of cryptocurrency a reality by alleviating concerns that crooks and terrorists can use cryptocurrency to hide their activities. GreenBank's 100% subsidiary GreenBank Financial Inc. is an investment bank.

For more information please see www.GreenBankCapitalinc.com or www.GreenCoinX.com or contact Danny Wettreich at (647) 931 9768 or by email 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 GreenBank 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 GreenBank 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