

**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 2, 2016

Item 3. News Release

On May 2, 2016 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that it completed a non-brokered private placement with Daniel Wettreich for proceeds of \$78,000.

Item 5. Full Description of Material Change

The Company announced that the Company completed a non-brokered private placement with Daniel Wettreich, a director of the Company, of 260,000 units (each a "Unit") of GreenBank at a price of \$0.30 per Unit, for proceeds of \$78,000. 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 \$0.30, for 36 months after closing.

The material change is more fully described in the Company's news release of May 2, 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 2nd day of May 2016

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 CLOSSES PRIVATE PLACEMENT

Toronto, Ontario, May 2, 2016 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that the Company has closed the previously announced non-brokered private placement (the "Private Placement") in which Daniel Wettreich, CEO and a director of the Company, invested \$78,000 by subscribing for 260,000 units (each a "Unit") of GreenBank at a price of \$0.30 per Unit. 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 \$0.30 for 36 months after closing. The securities are subject to a hold period of four months and a day.

GreenBank now has 14,502,460 issued and outstanding shares, and Daniel Wettreich directly and indirectly beneficially owns 10,633,026 common shares of GreenBank, representing 73.32% of GreenBank and 760,000 common share purchase warrants representing 52% of the outstanding warrants of GreenBank. In the event that all the warrants were exercised by Daniel Wettreich he would directly and indirectly beneficially own 11,393,026 common shares of GreenBank representing 74.74% of the increased share capital.

The proceeds of the Private Placement will be used for working capital purposes to make payments to GreenBank's creditors. Neither GreenBank nor Daniel Wettreich have any knowledge of any material information concerning the Company or its securities that have 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 participation by Daniel Wettreich in the Private Placement is considered to be a related party transaction as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). A special committee consisting of an independent director established by the board of directors determined the related party transaction is fair and reasonable in the

circumstances to the Company. The Company has relied on sections 5.5(b) and (c) of MI 61-101 for an exemption from the formal valuation requirement, and section 5.7(b) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction has not been filed at least 21 days in advance of the closing of the Private Placement due to the Company's immediate need to address its financial situation, which omission is both reasonable and fair in the circumstances. MI 61-101 requires if a material change report is filed less than 21 days before the expected date of the closing of the transaction, an explanation is to be provided as to why the shorter period is reasonable or necessary in the circumstances.

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