

**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 July 18, 2016

**Item 3. News Release**

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

**Item 4. Summary of Material Change**

The Company announced that its subsidiary GreenCoinX Inc has engaged P2P Financial Inc to complete an up to \$33,000,000 brokered private placement financing.

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

The Company announced that its subsidiary GreenCoinX Inc, which has developed the world's first cryptocurrency requiring user identification, has engaged P2P Financial Inc doing business as Optimize Capital Markets ("OCMX") to complete an up to \$33,000,000 brokered private placement financing. OCMX is a Toronto based investment bank with an online funding portal raising capital for companies by connecting them with accredited investors.

The GreenCoinX Inc brokered private placement comprises of up to 5,000,000 common shares at a price of \$6.60 per share. If fully subscribed the newly issued shares will represent 20% of the increased share capital of GreenCoinX Inc. The proceeds of the private placement will be used for marketing expenses, software and hardware expenses, and working capital, all designed to launch the GreenCoinX cryptocurrency on a worldwide basis.

The material change is more fully described in the Company's news release 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 18<sup>th</sup> day of July 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



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## **GREENBANK SUBSIDIARY GREENCOINX**

### **COMMENCES UP TO \$33,000,000 PRIVATE PLACEMENT FINANCING**

Toronto, Ontario, July 18, 2016 – GreenBank Capital Inc (CSE:GBC and OTCMKTS:GRNBF) ("GreenBank") announces that its subsidiary GreenCoinX Inc, which has developed the world's first cryptocurrency requiring user identification, has engaged P2P Financial Inc doing business as The OCMX ("OCMX") to complete an up to \$33,000,000 brokered private placement financing. OCMX is a Toronto based investment bank with an online funding portal raising capital for companies by connecting them with accredited investors.

The GreenCoinX Inc brokered private placement comprises of up to 5,000,000 common shares at a price of \$6.60 per share. If fully subscribed the newly issued shares will represent 20% of the increased share capital of GreenCoinX Inc. The GreenBank shareholding in the increased share capital of GreenCoinX Inc will be 64%, if the private placement is fully subscribed. The proceeds of the private placement will be used for marketing expenses, software and hardware expenses, and working capital, all designed to launch the GreenCoinX cryptocurrency on a worldwide basis.

OCMX are engaged on a non-exclusive basis to introduce the private placement to both institutional investors and individuals who qualify as accredited investors on a "best efforts" basis, and will receive a success fee equal to four percent of any financing received from any finance provider solicited by OCMX. The GreenCoinX private placement will be listed on the OCMX portal for six months, unless terminated earlier. GreenCoinX will pay the costs of the private placement estimated to be \$12,000.

#### **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](http://www.GreenBankCapitalinc.com) or [www.GreenCoinX.com](http://www.GreenCoinX.com) or contact Danny Wettreich at (647) 931 9768 or by email [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 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