

**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")  
4168 Finch Avenue East, Suite 308  
Toronto, Ontario M1S 5H6

**Item 2.           Date of Material Change**

A material change took place on February 24, 2017

**Item 3.           News Release**

On February 24, 2017 a news release was released through the facilities of FSC Wire.

**Item 4.           Summary of Material Change**

The Company announced that it has completed a non-brokered private placement in which Sammiri Capital Inc, a company owned by Daniel Wettreich, CEO and a director of the Company, and David Lonsdale a director, invested a total of \$110,000 by subscription.

The Company also announced that Sammiri Capital Inc has exercised its warrants and invested a further \$100,000 by purchasing 2,000,000 common shares.

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

The Company announces that it has completed its previously announced non-brokered private placement (the "Private Placement") in which Sammiri Capital Inc, a company owned by Daniel Wettreich, CEO and a director of the Company, and David Lonsdale a director, have invested a total of \$110,000 by subscribing for 2,200,000 units (each a "Unit") of GreenBank at a price of \$0.05 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 \$0.05 for 36 months after closing. The securities are subject to a hold period of four months and a day.

The Company further announces that Sammiri Capital Inc, a company owned by Daniel Wettreich, has exercised his warrants and invested a further \$100,000 by purchasing 2,000,000 common shares of GreenBank. Daniel Wettreich now directly and indirectly beneficially owns 18,341,198 common shares of GreenBank representing 80.1% of the increased share capital.

There are now 22,902,460 issued and outstanding common shares of GreenBank.

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 24th day of February, 2017

**GREENBANK CAPITAL INC.**

*/s/ Danny Wettreich*

Per: \_\_\_\_\_  
Danny Wettreich, CEO

**SCHEDULE A**



4168 Finch Avenue East, Suite 308, Toronto, Ontario, M1S 5H6 Phone: (647) 931 9768

## **GREENBANK COMPLETES PRIVATE PLACEMENT AND CEO EXERCISES WARRANTS**

Toronto, Ontario, February 24, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that the Company has completed its previously announced non-brokered private placement (the "Private Placement") in which Sammiri Capital Inc, a private company owned by Daniel Wettreich, CEO and a director of the Company, and David Lonsdale a director, have invested a total of \$110,000 by subscribing for 2,200,000 units (each a "Unit") of GreenBank at a price of \$0.05 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 \$0.05 for 36 months after closing. The securities are subject to a hold period of four months and a day.

The Company further announces that Sammiri Capital Inc, a private company owned by Daniel Wettreich, has exercised its warrants and invested a further \$100,000 by purchasing 2,000,000 common shares of GreenBank. Daniel Wettreich now directly and indirectly beneficially owns 18,341,198 common shares of GreenBank representing 80.01% of the increased share capital.

There are now 22,902,460 issued and outstanding common shares of GreenBank.

The participation by Sammiri Capital Inc, a private company owned by Daniel Wettreich, and by David Lonsdale a director, 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 established by the board of directors and consisting of an independent director determined that 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 was filed at least 21 days in advance of the closing of the Private Placement.

### **About GreenBank**

GreenBank is a Canadian public company (trading symbols CSE:GBC and OTCMKTS:GRNBF). Its 80% subsidiary GreenCoinX Limited, a UK company, has developed the world's first cryptocurrency and blockchain requiring user identification. GreenBank's 100% subsidiary GreenBank Financial Inc. is a merchant bank.

For more information please see [www.GreenBankCapitalinc.com](http://www.GreenBankCapitalinc.com) or [www.GreenCoinX.com](http://www.GreenCoinX.com) or contact Daniel 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.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.