

**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”)  
100 King Street West, Suite 5700,  
Toronto, Ontario M5X 1C7

**Item 2.           Date of Material Change**

A material change took place on April 11, 2017

**Item 3.           News Release**

On April 11, 2017 a news release was released through the facilities of FSC Wire.

**Item 4.           Summary of Material Change**

The Company announced that it has entered into an acquisition agreement (the “Agreement”) to purchase 10% of The Lonsdale Group, LLC (“The Lonsdale Group”), a Dallas, Texas, USA based private equity company focused on small cap investments. GreenBank will pay US\$300,000 for a 10% interest in The Lonsdale Group, payable by the issuance by GreenBank of 400,000 CAD\$1 Non-Voting 5% Preference Shares. Closing is anticipated to be on or before May 4, 2017.

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

The Company announced that it has entered into an acquisition agreement (the “Agreement”) to purchase 10% of The Lonsdale Group, LLC (“The Lonsdale Group”), a Dallas, Texas, USA based private equity company focused on small cap investments. GreenBank will pay US\$300,000 for a 10% interest in The Lonsdale Group, payable by the issuance by GreenBank of 400,000 CAD\$1 Non-Voting 5% Preference Shares. Closing is anticipated to be on or before May 4, 2017.

The Lonsdale Group has minority investments in a number of diversified private companies comprising oil and gas crowdfunding, data protection, emergency response technology, insurance products, telecommunication testing equipment, technology marketing platforms, and medical alert technology. The Lonsdale Group was founded in 2008 by David Lonsdale, the former President of Allegiance Capital Corporation, a private investment bank focusing on mergers and acquisitions. In addition to equity financing, The Lonsdale Group plays an active advisory role in helping its portfolio companies grow.

David Lonsdale is also an independent director of GreenBank. The participation by David Lonsdale in this transaction 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. Neither the Company nor the related party has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The transaction will not have an effect on the direct or indirect voting interests of the related party. The process of approving the transaction

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 David Lonsdale 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 Company has relied on sections 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement, and section 5.7(a) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction will be filed at least 21 days in advance of the closing of the Agreement.

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 11th day of April, 2017

**GREENBANK CAPITAL INC.**

*/s/ Danny Wettreich*

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

## SCHEDULE A



100 King Street West, Suite 5700, Toronto, Ontario, M5X 1C7 Phone: (647) 931 9768

## **GREENBANK TO ACQUIRE 10% OF THE LONSDALE GROUP**

Toronto, Ontario, April 11, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that GreenBank has entered into an acquisition agreement (the "Agreement") to purchase 10% of The Lonsdale Group, LLC ("The Lonsdale Group"), a Dallas, Texas, USA based private equity company focused on small cap investments. GreenBank will pay US\$300,000 for a 10% interest in The Lonsdale Group, payable by the issuance by GreenBank of 400,000 CAD\$1 Non-Voting 5% Preference Shares. Closing is anticipated to be on or before May 4, 2017.

The Lonsdale Group has minority investments in a number of diversified private companies comprising oil and gas crowdfunding, data protection, emergency response technology, insurance products, telecommunication testing equipment, technology marketing platforms, and medical alert technology. The Lonsdale Group was founded in 2008 by David Lonsdale, the former President of Allegiance Capital Corporation, a private investment bank focusing on mergers and acquisitions. In addition to equity financing, The Lonsdale Group plays an active advisory role in helping its portfolio companies grow.

"The Lonsdale Group has an impressive and diversified investment portfolio of small cap businesses, and this is a synergistic investment by GreenBank that I believe will provide opportunities for both parties to co-operate on equity transactions." said Danny Wetreich, CEO of GreenBank.

"I am pleased to have GreenBank as an investor in The Lonsdale Group, and believe that their merchant banking and public company expertise will be strategically important to our portfolio companies as they grow." said David Lonsdale, President of The Lonsdale Group.

David Lonsdale is also an independent director of GreenBank. The participation by David Lonsdale in this transaction 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. Neither the Company nor the related party has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The transaction will not have an effect on the direct or indirect voting interests of the related party. The process of approving the transaction 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 David Lonsdale 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 Company has relied on sections 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement, and section

5.7(a) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction will be filed at least 21 days in advance of the closing of the Agreement.

### **About GreenBank**

GreenBank is a merchant banking business listed on the Canadian Securities Exchange (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.