

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

Item 2. Date of Material Change

A material change took place on May 29, 2017

Item 3. News Release

On May 29, 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 Reliable Stock Transfer Inc (“Reliable”), a Toronto based transfer agency focused on providing transfer agency services to public companies listed on the Canadian Securities Exchange. GreenBank will pay \$150,000 for a 10% interest in Reliable, payable \$50,000 in cash and \$100,000 by the issuance of 333,333 common shares at a deemed price of \$0.30 per share.

Item 5. Full Description of Material Change

The Company announced that it has entered into an acquisition agreement to purchase 10% of Reliable Stock Transfer Inc, a Toronto based transfer agency focused on providing transfer agency services to public companies listed on the Canadian Securities Exchange. GreenBank will pay \$150,000 for a 10% interest in Reliable, payable \$50,000 in cash and \$100,000 by the issuance of 333,333 common shares at a deemed price of \$0.30 per share. Closing of the transaction is anticipated to be on or before June 21, 2017.

Reliable provides stock transfer services for small cap public companies at competitive rates. Services include processing of transfers, shareholder reports, obtaining CUSIP and ISIN numbers, acting as escrow agents, acting as scrutineers for shareholder meetings, providing stock options and warrant services, shareholder mailing services, and processing treasury directions. Reliable was founded in 2014 by Daniel Wettreich, its President, who is also the CEO of GreenBank. For more information see www.reliablestocktransfer.com

Upon closing of the transaction, Daniel Wettreich will directly and beneficially own 18,674,531 common shares of GreenBank representing 80.37% of the increased share capital.

The participation by Daniel Wettreich 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, other than the issuance of new common shares as part consideration. 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 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 four 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 29th day of May, 2017

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



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

GREENBANK TO ACQUIRE 10% OF RELIABLE STOCK TRANSFER

Toronto, Ontario, May 29, 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 Reliable Stock Transfer Inc ("Reliable"), a Toronto based transfer agency focused on providing transfer agency services to public companies listed on the Canadian Securities Exchange. GreenBank will pay \$150,000 for a 10% interest in Reliable, payable \$50,000 in cash and \$100,000 by the issuance of 333,333 common shares at a deemed price of \$0.30 per share. Closing of the transaction is anticipated to be on or before June 21, 2017.

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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 has developed the world's first cryptocurrency and blockchain requiring user identification. GreenBank's 100% subsidiary GreenBank Financial Inc. is a merchant bank. GreenBank's investment portfolio includes 10% of The Lonsdale Group LLC, a USA based private equity

company focused on small cap investments, and 35% of Ubique Minerals Limited, a minerals exploration company with interests in Newfoundland, Canada. GreenBank has agreed to acquire 10% of Reliable Stock Transfer Inc, a Canadian small cap transfer agency.

For more information please see www.GreenBankCapitalinc.com or 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.