

GREENBANK CAPITAL INC

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

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of Shareholders (the "**Meeting**") of GreenBank Capital Inc. (the "**Company**") will be held at 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7 on August 16, 2017 at 10.00 am for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended July 31, 2016.
2. To elect directors of the Company for the ensuing year as identified in the Management Information Circular dated July 25, 2017
3. To appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors
4. To re-approve the stock option plan of the Company
5. Conditional upon the granting of a Final Order by the British Columbia Supreme Court approving the proposed Plan of Arrangement between the Company and its subsidiaries, XGC Software Inc, KYC Technology Inc., and Blockchain Evolution Inc., the Shareholders will be asked to consider and vote on a Special Resolution (the "**Special Resolution**") approving the Plan of Arrangement.
6. To transact such other or further business as may properly come before the Meeting or any adjournment thereof

The full texts of the above-described resolutions and disclosure of the items to be voted upon can be found in the Information Circular section titled "Particulars of Matters To Be Acted Upon".

The Board has determined that Shareholders registered on the books of the Company at the close of business on July 14, 2017 are entitled to notice of the Meeting and to vote at the Meeting. This Notice and accompanying materials has been sent to each director of the Company and each Shareholder entitled to receive Notice of the Meeting.

VOTING - Shareholders of the Company who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the enclosed envelope. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the Company's registrar and transfer agent, Reliable Stock Transfer Inc., not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof, or must be given to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Shareholders can access the meeting materials on www.SEDAR.com under the Company's profile.

DATED at Toronto, Ontario, July 25, 2017

BY ORDER OF THE BOARD OF DIRECTORS

"Daniel Wettreich" (signed)

Daniel Wettreich,

Chairman and CEO