

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102 - *CONTINUOUS DISCLOSURE OBLIGATIONS*

This notice to the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission and the Canadian Securities Exchange of a change in corporate structure, is given in accordance with the provisions of section 4.9 of National Instrument 51-102 ("NI51-102").

**Item 1. Names of Parties to the Transaction:**

GreenBank Capital Inc. (the "Company") and XGC Software Inc. ("XGC") and KYC Technology Inc ("KYC") and Blockchain Evolution Inc ("BE") (collectively, the "Parties").

**Item 2. Description of the Transaction:**

See attached news release dated September 11, 2017

**Item 3. Effective Date of the Transaction:**

The Transaction became effective on September 8, 2017.

**Item 4. Names of Each Party, if any that Ceased to be a Reporting Issuer Subsequent to the Transition and of each Continuing Entity:**

The Company continues to be a reporting issuer. XGC, KYC, and BE were not reporting issuers and are now reporting issuers.

**Item 5. Date of reporting issuer's first year end after the Transaction;**

Not applicable

**Item 6. The periods, including comparative periods, if any of the interim and annual financial statements of the Reporting Issuer's first financial year following the Transaction:**

Not applicable

**Item 7. Documents filed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) that describe the transaction:**

Information Circular and Securities Holders Documents comprising Final Order and Plan of Arrangement

**Date of Report:**

September 11, 2017

This news release is not for distribution or dissemination in the United States of America



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## **GREENBANK COMPLETES DISTRIBUTION OF ITS SOFTWARE DIVISION**

Toronto, Ontario, September 11, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that it has completed its previously announced distribution to its shareholders of its software division, comprising of three companies, XGX Software Inc, Blockchain Evolution Inc, and KYC Technology Inc.

Shareholder and final court approval for the Plan of Arrangement were obtained on August 16, and September 8, 2017, respectively. Pursuant to the terms of the Plan of Arrangement, GreenBank is distributing 16,000,000 common shares of XGC Software Inc, 1,400,000 common shares of Blockchain Evolution Inc, and 1,400,000 common shares of KYC Technology Inc, to holders of common shares of GreenBank on the Record Date of July 14, 2017. For every one GreenBank common share on the Record Date, shareholders will receive 0.64867 common share in the capital of XGC Software Inc, and 0.05676 common share in each of the capital of Blockchain Evolution Inc and KYC Technology Inc. Shares will be rounded to the nearest whole share.

XGC Software Inc is the holding company of GreenCoinX which has developed the world's first cryptocurrency requiring user identification; Blockchain Evolution Inc owns all rights, title and interest to the world's first identification based blockchain; and KYC Technology Inc owns all rights, title and interest to KYCGlobal.net a worldwide online 24-hour "Know Your Customer" identification verification process. In due course, the three independent companies intend to apply for listing their shares on the Canadian Securities Exchange, although there is no guarantee that such applications will be approved.

### **About GreenBank**

GreenBank is a merchant banking business listed on the Canadian Securities Exchange (trading symbols CSE:GBC and OTCMKTS:GRNBF), and is included in the CSE Composite Index. 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; 28% of Ubique Minerals Limited, a minerals exploration company with interests in Newfoundland, Canada; 10% of Reliable Stock Transfer Inc, a Canadian small cap transfer agency; 14% of Slabdeck Technology Inc, developers of a unique comprehensive all-in-one search mobile application that integrates social search, discovery and communication; 15% of Veterans Financial Group LLC, a Ohio, USA based insurance agency providing insurance services to veterans, families and businesses; 15% of Blockchain Evolution

Inc, owners of the world's first identification based blockchain, and 15% of KYC Technology Inc, owners of a worldwide online 24-hour "Know Your Customer" identification verification process.

For more information please see [www.GreenBankCapitalinc.com](http://www.GreenBankCapitalinc.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., the raising of additional capital and the future development of the businesses comprising GreenBank's investment portfolio. 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.