

**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 September 13, 2017

Item 3. News Release

On September 13, 2017 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that it is undertaking a non-brokered private placement offering using the Stockhouse Deal Room online portal.

Item 5. Full Description of Material Change

The Company announced that it is undertaking a non-brokered private placement offering using the Stockhouse Deal Room online portal.

The offering is up to 2,000,000 Units at \$0.60 per Unit to raise up to \$1,200,000. Each Unit comprises of one common share and one 24-month warrant which entitles the holder to acquire one additional common share at \$0.90. Should all the Units be subscribed and all the warrants be exercised, then a further \$1,800,000 will be raised.

Proceeds of the offering will be used to expand the merchant banking activities of GreenBank by making further investments in its existing portfolio of 7 companies, and by investing in additional new companies, as well as for working capital.

The Stockhouse Deal Room is an online investment platform that enables accredited investors to participate in private placement financings. The GreenBank private placement is available at the Deal Room www.stockhouse.com/dealroom and www.GreenBankCapitalInc.com

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 13th day of September, 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 LAUNCHES PRIVATE PLACEMENT ONLINE ON STOCKHOUSE

Toronto, Ontario, September 13, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that it is undertaking a non-brokered private placement offering using the Stockhouse Deal Room online portal.

The offering is up to 2,000,000 Units at \$0.60 per Unit to raise up to \$1,200,000. Each Unit comprises of one common share and one 24-month warrant which entitles the holder to acquire one additional common share at \$0.90. Should all the Units be subscribed and all the warrants be exercised, then a further \$1,800,000 will be raised.

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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), 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 or contact Daniel Wettreich at (647) 931 9768 or by email 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.