

**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 November 1, 2017

Item 3. News Release

On November 1, 2017 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that its 27% owned affiliate Ubique Minerals Limited ("Ubique") has transferred its Buchans Wileys property in Newfoundland, Canada to Ubique's subsidiary Buchans Wileys Exploration Inc ("BWE") and will dividend 100% of the shares of BWE to Ubique shareholders.

Item 5. Full Description of Material Change

The Company announced that its 27% owned affiliate Ubique Minerals Limited ("Ubique") has transferred its Buchans Wileys property in Newfoundland, Canada to Ubique's subsidiary Buchans Wileys Exploration Inc ("BWE") and will dividend 100% of the shares of BWE to Ubique shareholders.

The BWE dividend will be on the basis of a one for one distribution. The Record Date for the dividend distribution is October 28, 2017.

As a result of the distribution, GreenBank owns 27% of BWE which will comprise the ninth company in its investment portfolio. GreenBank will be working with the directors of BWE to place BWE in a position to develop the Buchans Wileys property, and in due course to seek a public listing for BWE on the CSE.

The Buchans Wileys Property consists of 48 contiguous claims within two mapped staked licenses. The property covers an area measuring 12 square kilometers. It is located 4km southwest of the past-producing Buchans Mine. The Buchans Mine produced 16,196,876 tonnes of ore at an average mill head grade of 14.51% zinc, 7.65% lead, 1.33% copper, 126 grams/tonne silver and 1.37 grams per tonne gold. (*Wardle, R.J (2000) Mineral Commodities of Newfoundland and Labrador- Zinc and Lead; Government of Newfoundland and Labrador, Geological Survey, Mineral Commodities Series Number 1, 12 pages*)

In August 2017 an airborne survey of the Buchans Wileys property was completed. That information is currently being evaluated and will be included in a NI 43-101 report to be completed by the end of 2017.

Work on the property to date has included the discovery of three base metal rich boulders along the shoreline of

Wileys Lake. Two samples collected from Boulder 1 returned grades of 10.6% Zn, 1.84% Cu, 2.27% Pb, 26.4 g/t Ag and 9.90% Zn, 1.31% Cu, 2.50% Pb, and 19.2 g/t Ag. Boulder 2, discovered approximately 500 meters north of Boulder 1, returned grade of 13.5% Zn and 12.2 g/t Ag. Boulder 3, discovered approximately 500 meters north of Boulder 2, returned grades of 3.20% Pb, 1.16% Zn, and 9.1 g/t Ag. The angularity of the boulders suggests that they are locally derived.

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 1st day of November, 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 AFFILIATE UBIQUE DIVIDENDS BUCHANS WILEYS

Toronto, Ontario, November 1, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that its 27% owned affiliate Ubique Minerals Limited ("Ubique") has transferred its Buchans Wileys property in Newfoundland, Canada to Ubique's subsidiary Buchans Wileys Exploration Inc ("BWE") and will dividend 100% of the shares of BWE to Ubique shareholders.

The BWE dividend will be on the basis of a one for one distribution. The Record Date for the dividend distribution is October 28, 2017.

As a result of the distribution, GreenBank owns 27% of BWE which will comprise the ninth company in its investment portfolio. GreenBank will be working with the directors of BWE to place BWE in a position to develop the Buchans Wileys property, and in due course to seek a public listing for BWE on the CSE.

The Buchans Wileys Property consists of 48 contiguous claims within two mapped staked licenses. The property covers an area measuring 12 square kilometers. It is located 4km southwest of the past-producing Buchans Mine. The Buchans Mine produced 16,196,876 tonnes of ore at an average mill head grade of 14.51% zinc, 7.65% lead, 1.33% copper, 126 grams/tonne silver and 1.37 grams per tonne gold. (*Wardle, R.J (2000) Mineral Commodities of Newfoundland and Labrador- Zinc and Lead; Government of Newfoundland and Labrador, Geological Survey, Mineral Commodities Series Number 1, 12 pages*)

In August 2017 an airborne survey of the Buchans Wileys property was completed. That information is currently being evaluated and will be included in a NI 43-101 report to be completed by the end of 2017.

Work on the property to date has included the discovery of three base metal rich boulders along the shoreline of Wileys Lake. Two samples collected from Boulder 1 returned grades of 10.6% Zn, 1.84% Cu, 2.27% Pb, 26.4 g/t Ag and 9.90% Zn, 1.31% Cu, 2.50% Pb, and 19.2 g/t Ag. Boulder 2, discovered approximately 500 meters north of Boulder 1, returned grade of 13.5% Zn and 12.2 g/t Ag. Boulder 3, discovered approximately 500 meters north of Boulder 2, returned grades of 3.20% Pb, 1.16% Zn, and 9.1 g/t Ag. The angularity of the boulders suggests that they are locally derived.

Samples were sealed and delivered to Eastern Analytical Ltd (“EA”), of Springdale NF, an accredited ISO compliant lab. EA has its own QA/QC protocol using standards, blanks and duplicates. A multi-element analysis was completed on a 200 mg sub-sample of all the samples. All samples are grab samples, are considered selective, and are not considered representative of mineralization hosted on the property.

Roland Crossley P.Geo., is the qualified person as defined by NI 43-101 responsible for the technical data presented herein and has reviewed and approved this release.

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 portfolio companies comprise minority equity investments in 9 small cap businesses, namely; 10% of The Lonsdale Group LLC, a USA based private equity company focused on small cap investments; 27% 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; 19% 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; 15% of KYC Technology Inc, owners of a worldwide online 24-hour “Know Your Customer” identification verification process; 19% of Inside Bay Street Corporation, a financial news communications company; and 27% of Buchans Wileys Exploration Inc, a minerals exploration company with interests in Newfoundland, Canada.

For more information please see <https://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.