

**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 8, 2017

Item 3. News Release

On November 8, 2017 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that its' affiliate Inside Bay Street Corporation ("Inside Bay Street"), agreed a private placement and debt settlement in the amount of \$134,525. GreenBank participated in the private placement and will maintain its 19% ownership of Inside Bay Street.

Item 5. Full Description of Material Change

The Company announced that its' affiliate portfolio company Inside Bay Street Corporation ("Inside Bay Street"), a financial news communications company, has agreed a private placement and debt settlement in the amount of \$134,525. GreenBank participated in the private placement and upon closing will maintain its 19% equity ownership of Inside Bay Street.

GreenBank subscribed \$41,000 in the Inside Bay Street private placement payable by the issuance of 41,000 \$1 Non-Voting 5% Preference Shares Series D. GreenBank director and CEO Daniel Wettreich, who is also a director of Inside Bay Street, invested \$20,000 in the Inside Bay Street offering. In addition, Inside Bay Street settled \$73,525 consulting fees due to a company affiliated with Daniel Wettreich, by the issuance of Inside Bay Street common shares. Upon closing, and including the shares owned by GreenBank of which Daniel Wettreich is deemed to be the controlling shareholder, Daniel Wettreich will own directly and indirectly a 60% ownership position in Inside Bay Street. Inside Bay Street will use the proceeds of the funding for marketing, debt repayment, and working capital.

Inside Bay Street is in the process of modifying and upgrading the Inside Bay Street website to add features that will enhance the portal to attract a larger user base of investors and small cap growth companies. Using independent information, Inside Bay Street will offer dissemination of company news by way of press releases, research reports and commentary distributed to brokers, investment dealers, and investors. It will also provide exposure to small cap companies in its Featured Companies section. The website will re-launch in the near future.

The participation by Daniel Wettreich and Paul Cullingham, directors of the Company and Inside Bay Street, 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. 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 and Paul Cullingham disclosing their 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 three 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 8th day of November, 2017

GREENBANK CAPITAL INC.

/s/ Danny Wettreich

Per: _____
Danny Wettreich, CEO

SCHEDULE A



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

**GREENBANK AFFILIATE INSIDE BAY STREET
ANNOUNCES \$134,525 FUNDING AND DEBT SETTLEMENT**

Toronto, Ontario, November 8, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that its affiliate portfolio company Inside Bay Street Corporation ("Inside Bay Street"), a financial news communications company, has agreed a private placement and debt settlement in the amount of \$134,525. GreenBank participated in the private placement and upon closing will maintain its 19% equity ownership of Inside Bay Street.

GreenBank subscribed \$41,000 in the Inside Bay Street private placement payable by the issuance of 41,000 \$1 Non-Voting 5% Preference Shares Series D. GreenBank director and CEO Daniel Wettreich, who is also a director of Inside Bay Street, invested \$20,000 in the Inside Bay Street offering. In addition, Inside Bay Street settled \$73,525 consulting fees due to a company affiliated with Daniel Wettreich, by the issuance of Inside Bay Street common shares. Upon closing, and including the shares owned by GreenBank of which Daniel Wettreich is deemed to be the controlling shareholder, Daniel Wettreich will own directly and indirectly a 60% ownership position in Inside Bay Street. Inside Bay Street will use the proceeds of the funding for marketing, debt repayment, and working capital.

Inside Bay Street is in the process of modifying and upgrading the Inside Bay Street website to add features that will enhance the portal to attract a larger user base of investors and small cap growth companies. Using independent information, Inside Bay Street will offer dissemination of company news by way of press releases, research reports and commentary distributed to brokers, investment dealers, and investors. It will also provide exposure to small cap companies in its Featured Companies section. The website will re-launch in the near future.

The participation by Daniel Wettreich and Paul Cullingham, directors of the Company and Inside Bay Street, 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. 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 and Paul Cullingham disclosing their 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 three 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.

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 zinc exploration company 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.