

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 December 20, 2017

Item 3. News Release

On December 20, 2017 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that it has agreed to acquire 81% of its' affiliate portfolio company Veterans Financial Group LLC ("Veterans"). Upon closing GreenBank will own 100% of Veterans.

Item 5. Full Description of Material Change

The Company announced that it has agreed to acquire 81% of its' affiliate portfolio company Veterans Financial Group LLC ("Veterans"). Upon closing GreenBank will own 100% of Veterans. GreenBank intends to expand Veterans by the acquisition of other insurance agencies in both Canada and the USA.

GreenBank will acquire 81% of Veterans for \$412,966 payable by the issuance of 259,727 common shares of GreenBank at a price of \$1.59 per share, being the CSE closing price of GreenBank shares on December 18, 2017. The transaction values Veterans at the same price as its recently concluded private placement.

Veterans is a veterans' managed insurance agency providing insurance services at competitive rates. Offering to both the veterans community and non-veterans, its range of insurance products includes whole life, term life, universal life, indexed universal life, annuities, final expense, health, and Medicare. Veterans represents many major insurance carriers, and is in the process of expanding its insurance products to cover the whole spectrum of insurance services.

GreenBank directors, Daniel Wettreich and David Lonsdale, are also directors and minority shareholders of Veterans, and the participation by Daniel Wettreich and David Lonsdale 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, other than the receipt by the related party of additional GreenBank common shares. 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 David Lonsdale 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 20th day of December, 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 TO ACQUIRE 81% OF VETERANS FINANCIAL GROUP
WHICH WILL BECOME A 100% OWNED SUBSIDIARY**

Toronto, Ontario, December 20, 2017 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF) ("GreenBank or the Company") announces that it has agreed to acquire 81% of its' affiliate portfolio company Veterans Financial Group LLC ("Veterans"). Upon closing GreenBank will own 100% of Veterans. GreenBank intends to expand Veterans by the acquisition of other insurance agencies in both Canada and the USA.

GreenBank will acquire 81% of Veterans for \$412,966 payable by the issuance of 259,727 common shares of GreenBank calculated as at the CSE closing price of GreenBank shares on December 18, 2017. The transaction values Veterans at the same price as its recently concluded private placement.

Veterans is a veterans' managed insurance agency providing insurance services at competitive rates. Offering to both the veterans community and non-veterans, its range of insurance products includes whole life, term life, universal life, indexed universal life, annuities, final expense, health, and Medicare. Veterans represents many major insurance carriers, and is in the process of expanding its insurance products to cover the whole spectrum of insurance services.

GreenBank directors, Daniel Wettreich and David Lonsdale, are also directors and minority shareholders of Veterans, and the participation by Daniel Wettreich and David Lonsdale 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, other than the receipt by the related party of additional GreenBank common shares. 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 David Lonsdale 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 equity investments in 10 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; 27% of Buchans Wileys Exploration Inc, a minerals exploration company with interests in Newfoundland, Canada; and 100% of Medi-Data Blockchain Inc, providing blockchain based medical confidentiality systems to the healthcare community.

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.