

**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 March 12, 2018

Item 3. News Release

On March 12, 2018 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that as a result of review by staff of the Ontario Securities Commission (“OSC”) it has filed on SEDAR a revised Information Circular (“Circular”) dated July 25, 2017 to correct certain information and to provide the market with additional material information regarding the Company’s former subsidiaries XGC Software Inc, (“XGC”), KYC Technology Inc (“KYC”), and Blockchain Evolution Inc (“BE”).

Item 5. Full Description of Material Change

GreenBank announced that as a result of review by staff of the Ontario Securities Commission (“OSC”) it has filed on SEDAR a revised Information Circular (“Circular”) dated July 25, 2017 to correct certain information and to provide the market with additional material information regarding the Company’s former subsidiaries XGC Software Inc, (“XGC”), KYC Technology Inc (“KYC”), and Blockchain Evolution Inc (“BE”). Among other things, the Circular states that there has never been a public sale of GreenCoinX coins, explains why the Digital Foundation anticipates that it can provide mining incentives for the GreenCoinX ecosystem for the next 150 years, describes the process of how mining facilitates the processing of transactions on the blockchain, clarifies that XGC will require additional investment in order to pursue its business plan, clarifies its plans to expand in India, clarifies that XGC, KYC and BE currently do not generate any revenue, clarifies that there are currently no vendors that accept GreenCoinX as payment for goods and services, clarifies that there are a limited number of parties who own the outstanding GreenCoinX, clarifies that plans to expand in India are at a preliminary stage and there have been no commitments or agreements from the Indian government, and clarifies that the sole customer of BE and KYC is the GreenCoinX ecosystem. The Circular further clarifies that XGC, KYC, and BE did not become reporting issuers in Ontario as a result of the plan of arrangement approved by the Company shareholders on August 16, 2017, and that British Columbia is the principal regulator of these companies.

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 12th day of March, 2018

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

GREENBANK REVISES JULY 2017 INFORMATION CIRCULAR

Toronto, Ontario, March 12, 2018 – GreenBank Capital Inc (CSE: GBC and OTCMKTS: GRNBF and FRA; 2TL) ("GreenBank or the Company") announces that as a result of review by staff of the Ontario Securities Commission ("OSC") it has filed on SEDAR a revised Information Circular ("Circular") dated July 25, 2017 to correct certain information and to provide the market with additional material information regarding the Company's former subsidiaries XGC Software Inc, ("XGC"), KYC Technology Inc ("KYC"), and Blockchain Evolution Inc ("BE"). Among other things, the Circular states that there has never been a public sale of GreenCoinX coins, explains why the Digital Foundation anticipates that it can provide mining incentives for the GreenCoinX ecosystem for the next 150 years, describes the process of how mining facilitates the processing of transactions on the blockchain, clarifies that XGC will require additional investment in order to pursue its business plan, clarifies its plans to expand in India, clarifies that XGC, KYC and BE currently do not generate any revenue, clarifies that there are currently no vendors that accept GreenCoinX as payment for goods and services, clarifies that there are a limited number of parties who own the outstanding GreenCoinX, clarifies that plans to expand in India are at a preliminary stage and there have been no commitments or agreements from the Indian government, and clarifies that the sole customer of BE and KYC is the GreenCoinX ecosystem. The Circular further clarifies that XGC, KYC, and BE did not become reporting issuers in Ontario as a result of the plan of arrangement approved by the Company shareholders on August 16, 2017, and that British Columbia is the principal regulator of these companies.

About GreenBank

GreenBank is a merchant banking business listed on the Canadian Securities Exchange (trading symbols CSE: GBC and OTCMKTS: GRNBF and FRA: 2TL), 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 12 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 search mobile application; 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; 100% of Medik Blockchain Inc, providing blockchain based medical confidentiality systems to the healthcare community; 100% of North America Veterans Insurance Services Inc, an insurance agency holding company; 19% of Kabaddi Games Inc, developers of a mobile application game based on the sport of Kabaddi; and 19.62% of Minfocus Exploration Corp (TSXV: MFX), a mineral exploration company.

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 on reasonable assumptions, 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.