MANAGEMENT DISCUSSION & ANALYSIS

FOR THE SIX MONTHS ENDED JANUARY 31, 2018

(Prepared by Management on March 23, 2018)

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MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) AS OF JANUARY 31, 2018 TO ACCOMPANY THE UNAUDITED FINANCIAL STATEMENTS OF GREENBANK CAPITAL INC (THE "COMPANY" OR "GREENBANK") FOR THE SIX MONTHS ENDED JANUARY 31, 2018.

This MD&A is dated March 23, 2018.

The following Management's Discussion and Analysis should be read in conjunction with the audited financial statements for the year ended July 31, 2017, and the unaudited financial statements of the Company for the six months ended January 31, 2018, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and the notes thereto. All financial amounts are stated in Canadian currency unless stated otherwise.

This MD&A contains certain forward-looking statements based on the best beliefs, and reasonable assumptions of the management of the Company. There are many risks and uncertainties attached to the merchant banking business, and to the constituent businesses comprising its investment portfolio. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. (See "Risks and Uncertainties" in this MD&A for more information).

DESCRIPTION OF THE BUSINESS

Overview

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.

Investment Portfolio

GreenBank has an investment portfolio of equity positions in private companies, more fully described below.

<u>The Lonsdale Group, LLC</u>

GreenBank owns 10% of The Lonsdale Group which is a USA private equity company feeding deals and investment opportunities to GreenBank. It was founded in 2008 by David Lonsdale, a GreenBank director, and the former President of Allegiance Capital Corporation, a private investment bank focusing on mergers and acquisitions. The Lonsdale Group has minority investments in a number of diversified private companies comprising data protection, emergency response technology, insurance products, telecommunication testing equipment, technology marketing platforms, and medical alert technology. In addition to equity financing, Lonsdale Group plays an active advisory role in helping its portfolio companies grow.

Ubique Minerals Limited

GreenBank owns 27% of Ubique Minerals Limited ("Ubique") a zinc exploration company in Newfoundland, Canada. Ubique owns claims around the former Daniel's Harbour zinc mine situated approximately 10 km northeast of the town of Daniel's Harbour on the west coast of Newfoundland. Ubique completed a drilling project on the property in August 2017. The claims adjacent to Ubique's claims are primarily owned by Altius Minerals Corporation, a Newfoundland mineral explorer with a $500 million market cap. Approximately 7,000,000 tonnes averaging 7.8% zinc having been mined from the Daniel's Harbour mine, *(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).*

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 MD&A.

In December 2017, Ubique completed a NI 43-101 Report (the "Report") on its 108 claims located in the Daniel's Harbour area in Newfoundland, Canada,. The Report recommends a $2,262,500 drill program, and will be utilized in Ubique's intended public listing during 2018.

The Report states that the Daniel's Harbour property is prospective for Mississippi Valley Type sulphide zinc deposits, and describes the results from Ubique's 2017 nine-hole diamond drilling program, the highlight of which was a true width intersection of 13.6% Zinc over 39.9ft including 17.43% Zinc over 28.2 ft. "…which vastly exceeded what was predicted based on historic drilling in this area.".

The Report recommends an ongoing exploration program in the total amount of $2,262,500 in two phases. Phase 1 in the amount of $337,500 would comprise a 1,000-2,000m diamond drill program on existing targets in the P Zone area, and a detailed digital data compilation of historic exploration, the establishment of exploration grids, and the identification of new drill targets. Phase 2 in the amount of $1,925,000 would comprise of a 10,000m diamond drill program to include the Tilt Pond and Cobo's Pond areas. The Phase 2 program is intended to define any potential resource and provide the feasibility of re-establishing mining operations at Daniel's Harbour.

Reliable Stock Transfer, Inc

GreenBank owns 10% of Reliable Stock Transfer Inc ("Reliable"). Reliable is a Toronto based transfer agency focused on providing transfer agency services to public companies listed on the Canadian Securities Exchange. Reliable provides stock transfer services for small cap public companies at competitive rates. Services include processing of transfers, shareholder reports, obtaining CUSIP and ISIN numbers, acting as escrow agents, acting as scrutineers for shareholder meetings, providing stock options and warrant services, shareholder mailing services, and processing treasury directions.

Slabdeck Technology Inc

GreenBank owns 14% of Slabdeck Technology Inc ("Slabdeck") a mobile search application. The Slabdeck mobile application is currently in beta form, and development continues on a version 1.0.

Blockchain Evolution Inc

GreenBank owns 15% of Blockchain Evolution Inc ("BE") owners of the world's first identification based blockchain. BE will focus on expanding the customer base of its identification based blockchain. Upon completion of the plan of arrangement, its sole customer was the GreenCoinX ecosystem. As an independent company it intends to offer its services to third party customers.

On December 21, 2017 the Company announced that it has successfully completed the cloning of its EvolveChain identification based blockchain. The cloning process is a critical component in the commercialization of the EvolveChain blockchain. The BE software team can now create multiple versions of the EvolveChain blockchain, each of which can be modified for specific targeted commercial and governmental uses. The primary differentiation between EvolveChain and other blockchains is that EvolveChain is based on user identification. EvolveChain is the basis for an ongoing blockchain project by the Company designed to create anti-fraud blockchains for use by governments worldwide. BE has also contracted with Medik Blockchain Inc, a subsidiary of GreenBank Capital Inc, to create a custom designed blockchain solution providing medical confidentiality systems for the healthcare community. Other blockchain projects will now be targeted by BE.

BE anticipates that additional capital will be required to create customized software and commence a marketing campaign to offer its services, and intends to raise funds from the equity markets, subject to market conditions prevailing at the time. The amounts of additional investment is not determinable at this time. There is no guarantee that sufficient capital will be raised to carry out the BE objectives, or that BE services will be utilized in the market, or if utilized that BE will be successful, or if capital is available that it will be on terms acceptable to BE.

The lead developer of the BE software is Nilam Doctor, the Chief Technology Officer of BE. In August 2015 the GreenCoinX online wallet was completed, which utilized the BE blockchain. In July 2017 GreenBank announced that it intended to distribute its ownership of BE to its shareholders.

The market for blockchain services is competitive, and there is no guarantee of success of the BE business plan. BE is dependent on its management, and the loss of any one of these individuals will have an adverse impact on the activities of BE. BE is not economically dependent on other parties, and has no licensed technology from other parties. It provides blockchain services to GreenCoinX at no charge.

The potential uses of blockchain technology are wherever there is any need for a trustworthy cryptography protected system of record, such as (1) a form of authentication of items which are paired with tokens, such as supply chains, intellectual property, and data management (2) regulatory compliance such as stock market transactions, social security database verification and record keeping (3) audit trails for banks and financial institutions, (4) record keeping for businesses and government institutions (5) health record maintenance (6) accounting and auditing record keeping (7) insurance record keeping (8) legal contracts (9) clearing and settlement of stock transactions. All these commercial, regulatory, and governmental uses can utilize blockchains to record data at a reduced cost and an increased transaction speed, however additional modifications need to be made to blockchains to accommodate each of these different functions.

BE will earn revenue by creating identification based blockchains for specific uses, and charging fees for creating and maintaining such blockchains. The BE EvolveChain blockchain is unique and is not compatible with any other blockchain. The GreenCoinX blockchain is not compatible with any other cryptocurrency blockchain. BE will provide its services to third party customers. Management is not able to determine the fee structure that would be charged to third party customers as each blockchain and customer need is different. BE intends to develop different blockchains for specific projects/customers. The costs associated with maintaining a blockchain differ from customer to customer and are dependent on different requirements. The operating costs of running BE are nominal until such time as specific agreements are entered into with third party customers. Management are not able to define such future operating costs at this time. BE has not been in contact with any merchants, institutions, government or regulators regarding use of the blockchain, except for the governments of UK and India. Prior to the formation of BE, Daniel Wettreich, the CEO of BE, had preliminary discussions with the UK Government's Department of Works and Pensions to discuss how the XGC blockchain can mitigate social security fraud. In February 2018, Daniel Wettreich, the CEO of BE, had preliminary discussions with the government of India with respect to potential uses of the EvolveChain blockchain. Such discussions are ongoing.

Technical Issues

The blockchain consensus protocols incorporate proof of stake whereby the GreenCoinX or equivalent tokens are never changed once created, and proof of work whereby the blockchain requires computer processing time by a service requester. The BE user identification is stored and recorded on the blockchain, and is attached to wallets or tokens, and is password protected so that only permissible access to data is possible.

<u>KYC Technology Inc</u>

GreenBank owns 15% of KYC Technology Inc owners of a worldwide online 24-hour "Know Your Customer" identification verification process.KYC is a requirement by the regulators and the commercial world, and the online system at KYC provides a low-cost solution. This company is the exclusive provider of KYC identification for GreenCoinX, and intends to expand its customer base to the FinTech space, and offer its services worldwide.

KYC will focus on expanding the customer base of its identification verification process. Upon completion of the plan of arrangement, its sole customer was the GreenCoinX ecosystem, and as an independent company it intends to offer its services to third party customers.

KYC anticipates that additional capital will be required to create customized software and commence a marketing campaign to offer its services, and intends to raise funds from the equity markets, subject to market conditions prevailing at the time. There is no guarantee that such funds will be available, and if available will be on terms acceptable to KYC.

In August 2015 the GreenCoinX online wallet was completed, which utilized the KYC online identification process. In July 2017 GreenBank announced that it intended to distribute the majority of its ownership position in KYC to its shareholders.

Over time, KYC will require additional investment to market its services to users. The amounts of additional investment is not determinable at this time. Management anticipates that any additional capital required will be raised from the equity markets, subject to market conditions prevailing at the time. There is no guarantee that sufficient capital will be raised to carry out the KYC objectives, or that KYC services will be utilized in the market, or if utilized that KYC will be successful.

The market of identification services is competitive, and there is no guarantee of success in the KYC business plan. KYC is dependent on its management, and the loss of any one of these individuals will have an adverse impact on the activities of KYC. KYC is not economically dependent on other parties, and has no licensed technology from other parties. It provides its KYC services to GreenCoinX at no charge.

KYC intends to offer its online identification services to third parties other than GreenCoinX to earn revenue and deliver value to shareholders. KYC does not intend to offer its services to other wallet providers. KYC is aware of other companies in the identification market but has not done an extensive competitor analysis. KYC has not had discussions with any merchants, institutions or governments. KYC has not determined what fees to charge for its services. Expenses associated with providing KYC services vary depending on the information needed, the jurisdictional identification requirements, and the client needs. KYC cannot determine fees without a specific use case. The verification process is software based and manually monitored. The current operating costs are nominal, and that will continue until KYC signs agreements with new clients. KYC is not able to forecast operating costs in the absence of new clients.

Technical features

A user fills out a questionnaire online which requests various identifying information. The user then uploads identifying documents, which vary depending on the jurisdiction, but can include copies of passports, driving license, utility invoices, and other government identification documents. The user also uploads a photo of the user's face holding open the passport/government identification document at the picture page so that a face comparison can be made. This information is processed by a software program, and verified manually. If approved, the user is issued with a unique KYC number which can then be used to open a GreenCoinX wallet and an account at its affiliated online exchange, SiiCrypto. The KYC ID is not compatible with other wallets.

Privacy considerations

The number of KYC ID's that have been issued is equal to the number of GreenCoinX wallets that have been opened. The privacy policy of KYC is posted on the KYCGlobal website. The provision of personal information is voluntary, and the use of such information is limited to the tasks described in the policy. Sharing or disclosing personal information is only permitted for the purpose related to the provision of KYC information to the business for which the customer has made application, or in order to comply with any government request, or to provide directly to the customer concerned, except where KYC is restricted by applicable law. KYC complies with privacy laws by not disclosing personal information to other organizations or individuals unless authorized by law or by the consent of the individual customer. KYC uses cyber security measures wherein all personal information is retained on secure password protected servers that are offline and are not accessible on the internet.

North America Veterans Insurance Services Inc (incorporating Veterans Financial Group LLC)

GreenBank owns 100% of North America Veterans Insurance Services Inc, ("Veterans") an insurance agency holding company. Veterans owns 100% of Veterans Financial Group LLC a USA based insurance agency providing insurance services to veterans, families and businesses. 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. GreenBank intends to expand Veterans by the acquisition of other insurance agencies in both Canada and the USA.

Inside Bay Street Corporation

GreenBank owns 19% of Inside Bay Street Corporation, a financial communications company. Inside Bay Street is an online portal that offers dissemination of company news by way of press releases, research reports and commentary which is distributed to brokers, investment dealers, and investors. It also provides exposure to small cap companies in its Featured Companies section. The website is currently being modified and upgraded to add features that will enhance the portal in order to attract a larger user base of investors and small cap growth companies, and it will re-launch in the near future.

In December 2017, Inside Bay Street closed its previously announced private placement and debt settlement in the amount of $134,525. GreenBank participated in the private placement and maintains 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 owns 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.

Buchans Wileys Exploration Inc

GreenBank owns 27% of Buchans Wileys Exploration Inc, which has as its flagship property 48 contiguous mineral claims within two map staked licences. The property covers an area measuring 12 square kilometers. The property is located 3-4 km southwest of the past producing Buchans Mine. The Buchans Mine produced 16,196,876 tons of ore at an average mill grade of 14.51% Zn, 7.56 Pb, 1.33% Cu, 126 g/t Ag, and 1.37 g/t Au. Work to date include the discovery off 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 approx. 500 meters north of Boulder 1, returned grade of 13.5% Zn and 12.2 g/t Ag. Boulder 3, discovered approx. 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.

A recent airborne survey assessment report discloses that, based on the total magnetic data, there is a significant geological contact that runs NE-SW through the project area. The electromagnetic data highlights one priority target of interest, although other weaker targets of interest exist. Additional work is required on the airborne dataset and its relevance to local geology. The details of the airborne assessment will be included in the forthcoming NI 43-101 report being undertaken by the Company. The data from the airborne assessment and forthcoming NI 43-101 report is being utilized by the Company management to prepare for a drilling program planned for 2018. The airborne geophysical survey was conducted by SkyTEM Canada Inc of Ayr, Ontario and reviewed by RDF Consulting Ltd. of Paradise, NewFoundland. The survey consisted of 140 line kilometers of magnetometer and electromagnetic data collection on 100 meter spaced flight lines flown at an azimuth of 150 degrees.

A further 30 claims, known as Buchans WIleys South ("BW South") are located 15 km southeast of the Buchans Wileys flagship property. BW South is located approximately 18 km southeast of the past producing Buchan's Mine that 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/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).* BW South is along strike to the northeast, and within 8 km of Bobby's Pond Deposit, which in 2013 reported an Indicated Resource of 1,095,000 tonnes of .86% Cu, 4.61% Zn, 0.44% Pb, 16.6 g/t Ag, and .2 g/t Au; and an Inferred Resource of 1,177,000 tonnes of 0.95% Cu, 3.75% Zn, 0.27% Pb, 10.95 g/t Ag, and 0.06% g/t Au. *(Mountain Lake Resources - NewFoundland and Labrador Geological Survey, Assessment File 12A/10/1489, 2009, 67 pages).*

GreenBank Financial Inc

GreenBank owns 100% of GreenBank Financial Inc. a merchant bank. GreenBank Financial received approval for an Exempt Market Dealer License on May 22, 2015. A registered exempt market securities dealer is a dealer or underwriter for any securities which are prospectus exempt. Effective October 28, 2016, the Ontario Securities Commission granted the request of GreenBank Financial to suspend its license. GreenBank Financial may pursue the reactivation of its license at a future date.

Medik Blockchain Inc

In December 2017, GreenBank formed a 100% owned subsidiary company Medik Blockchain Inc ("Medik") to provide blockchain based medical confidentiality systems to the healthcare community. GreenBank management believes that recording and storing patient data on an identification based blockchain represents the future of healthcare recordkeeping and has created Medik as a wholly owned subsidiary to take advantage of this opportunity.

Medik has entered into an agreement with Blockchain Evolution Inc to create a custom designed blockchain solution to ensure patient data confidentiality. As payment, Medik will pay Blockchain Evolution Inc a 5% license fee on all revenue generated by Medik.

Medik will address modern medical and healthcare recordkeeping needs to comply with privacy standards for handling protected health information. If a patient's confidentiality is violated, hospitals, doctors, dentists, hygienists, caregivers, and other healthcare practitioners risk expensive, damaging lawsuits and regulatory issues. By utilizing the Medik identification based blockchain, healthcare recordkeeping will be maintained in a secure and low-cost environment in compliance with privacy standards.

Kabaddi Games Inc.

Kabaddi Games Inc is 19% owned by GreenBank, and is a developer of a mobile application game that is based on the sport of Kabaddi. The Kabaddi game is currently in beta form, and version 1.0 is anticipated to be released in the summer of 2018. The sport of Kabaddi is the second most popular sport in India, after cricket, attracting 430 million television viewers during the 2014 inaugural televised season of the Pro Kabaddi League. The sport of Kabaddi is a cross between freestyle wrestling and rugby that tests speed, agility and power. Two teams of seven players each take turns in sending an individual "raider" to tag an opponent. If the raider is wrestled down by a defender he is suspended temporarily until his team wins him back by tackling the opposition's raider. The game is fast paced and the winner is declared in 40 minutes. Kabaddi is played in about 65 countries.

Minfocus Exploration Corp

On March 1, 2018, GreenBank acquired 19.62% of Minfocus Exploration Corp (TSXV: MFX) a publicly listed minerals exploration company. GreenBank acquired its investment in a private transaction and has requisitioned a Minfocus shareholders meeting to remove the current directors of Minfocus and replace them with three new directors. In the opinion of GreenBank, the current directors of Minfocus have taken actions that serve only the interests of the Minfocus directors and do not serve the interests of Minfocus shareholders.

Gander Exploration Inc

On March 21, 2018 GreenBank agreed to acquire 19.9% of Gander Exploration Inc ("Gander") a mineral exploration company with interests in Newfoundland, Canada. The principal property of Gander is the Cripple Creek Property in Newfoundland, comprising 65 claims located 25km north of the town of Gander. Between 2011 and 2013 Capstone Mining Corp (TSX:CS) completed airborne geophysical, soil sampling and mapping surveys on the Cripple Creek Property, as well as a 10-hole drilling program in 2013. The highlights of the drilling program were 9.28m of 2.98 copper; 3.6m of 4.74% copper and 0.16 g/t of Gold. The drilling program also discovered awaruite in several drill holes *(Capstone Mining Corp, Newfoundland Geological Survey, Assessment File 2E/1823).* Previously, in 2005, seven grab samples from the property yielded significant gold, copper and silver values, including up to 19.8 g/t gold, up to 10.2% copper, and up to 21.9 g/t silver (*P.H. Davenport, L.W. Nolan, A.J. Butler, H.A. Wagenbauer and P. Honarvar, 1999 The Geoscience Atlas of Newfoundland, Newfoundland Department of Mines and Energy, Geological Survey, Open File NFLD/2687,Version1.1).*

Gander also owns the Dudder Lake property which is located approximately 40 km north of the town of Gander, and consists of 16 contiguous claims (4 square km). Limited drilling by Noront Resources Ltd (TSXV:NOT) in 1990 returned mafic volcanic core gold intercepts up to 7.0 g/t of over 2.8 m within 9.8 m of 3.86 g/t, and 6.4 g/t over 2.8 meters within 7.8 meters of 4.20 g/t, as well as 5.14 g/t over 5.20 meters. Noront also drilled one hole into the sediment hosted Stinger prospect in Duder Lake returning 2.04 g/t gold over 4.25 meters. Other results from additional work within the property include 2.56 g/t gold over a 3.6 meter channel, and grab samples returning gold values up to 9.6 g/t. *(Noront Resources Ltd., Newfoundland Geological Survey, Assessment File 2E/07/0893.)*

Gander's third property is the Blue Wind property which is located approximately 5 km north of the Duder Lake property. The property consists of 30 claims (7.50 square km). The property has no known previous mineral exploration.

Historic Information for XGC Software Inc and its subsidiaries - Distributed as a Dividend to GreenBank Shareholders on September 8, 2017.

GreenBank currently owns no interest in XGC Software Inc and its subsidiaries, as described below.

XGC Software and GreenCoinX

XGC was founded to be the holding company for GreenCoinX Limited, a UK company and its subsidiary GreenCoinX Inc, a Canadian company. Following completion of a Plan of Arrangement on September 8, 2017, XGC is an independent reporting issuer in the Provinces of British Columbia, and Alberta. In due course XGC intends to apply for listing its shares on the Canadian Securities Exchange, although there is no guarantee that such application will be approved.

XGC is focusing on expanding the GreenCoinX business (see www.GreenCoinX.com). To the best of the knowledge and belief of the directors, GreenCoinX is the world's first cryptocurrency that requires all users to complete a KYC identification process prior to opening a cryptocurrency wallet. In order to use GreenCoinX, a free GreenCoinX wallet needs to be opened (see www.XGCwallet.org). In order to open a GreenCoinX wallet, the first-time user needs to complete KYC identification (see www.KYCGlobal.net). In order to trade GreenCoinX online, users need to register with SiiCrypto an affiliated commission free online cryptocurrency exchange (see www.SiiCrypto.com) The GreenCoinX ecosystem provides a free online wallet, a commission free online exchange, a KYC requirement for all users, and a blockchain that is based on identification. With identification the use case for cryptocurrency expands as GreenCoinX is in a position to comply with regulations requiring disclosure of all parties to any transaction. The target market is the no-cost worldwide transfer of payments outside of the banking system. During the time when it was a subsidiary of GreenBank, GreenCoinx Inc took a conservative approach to its software development costs, and expensed all its software expenditures. Accordingly, the GreenCoinX Inc financial statements show only a nominal value for development costs. GreenCoinX Inc owns 60,000,000 GreenCoinX "coins" (cryptocurrency symbol XGC). The financial statements of GreenCoinX Inc show the value of this XGC portfolio as nil as a result of not having an acceptable method for valuation of the cryptocurrency.

GreenCoinX Inc acquired, all rights, title and interest to the GreenCoinX cryptocurrency software for a nominal consideration on June 11, 2014. Since then further development has occurred to create a fully functioning ecosystem. The lead developer of the software is Nilam Doctor, the President and Chief Technology Officer of GreenCoinX Inc. In August 2015 the XGC online wallet was completed. In October 2015 the Isle of Man government welcomed GreenCoinX in a joint press release, and its Minister for Economic Development stated "GreenCoinX has the potential to make a significant difference in the digital currency arena and the Isle of Man Government is very supportive of any organization that has aspirations such as this". There are no activities or agreements in place with the Isle of Man government. The Isle of Man Financial Services Authority requires registration of Isle of Man virtual currency businesses, however GreenCoinX Inc is of the opinion that no activities have been undertaken that require registration with the Isle of Man Financial Services Authority. In February 2016 the SiiCrypto online exchange was launched to provide an online trading platform for GreenCoinX. In July 2017 GreenBank announced that it intended to distribute its ownership of XGC Software to its shareholders. GreenCoinX is different from any other cryptocurrency as it is based on identification of users, while all other cryptocurrencies are based on anonymous users. The directors are of the opinion that without identification, no cryptocurrency will ever be acceptable as a worldwide medium of exchange. User identification discourages usage for illegal activities and facilitates the taxation of transactions. GreenCoinX is flexible and modifiable such that the government of each country can decide what identification rules they require for a GreenCoinX transaction and what country specific taxes should be attached to each transaction. Additional parameters for further identification can be added as needed depending on the requirements of each country.

There will be a finite maximum of 210 million GreenCoinX that can ever be generated. There are presently approximately 155 million XGC "mined", and 42 million XGC which are owned by the non-profit Digital Foundation. There has never been a public sale of GreenCoinX coins, and a limited number of parties own the outstanding 155 million mined XGC. The Digital Foundation was formed in August 2015 for the purpose of distributing its XGC over the next 150 years to provide incentives to "miners" to continue to mine the GreenCoinX blockchain and ensure its long-term longevity. The XGC owned by the Digital Foundation will commence miner reward distribution only when 100% of all the XGC have been mined. The Digital Foundation miner rewards are controlled by a software program which adjusts the reward distribution to account for the number of miners, the difficulty rate of the algorithmic equation prevailing at the time, and the current price of XGC. The XGC owned by the Digital Foundation can only be used for the purpose of miner rewards. When all XGC has been mined, the XGC miners will continue to conduct the same activities as they do prior to all the XGC being mined. Miners compete with other miners to solve algorithmic equations generated by the blockchain. Currently, the first miner to solve the equation receives a reward of newly generated XGC. If 100% of the XGC are mined then those rewards will cease being generated by the blockchain. That is the same process that occurs with all other cryptocurrency blockchains. In order for the XGC mining function to continue, the Digital Foundation will use the XGC that it owns to provide miner reward incentives in place of the blockchain generated rewards. GreenCoinX Inc is of the opinion that the 42 million XGC owned by the Digital Foundation will be sufficient to provide mining incentives for the next 150 years due to the anticipated increase in mining difficulty and the anticipated increase in the price per XGC when all the XGC coins have been mined. GreenCoinX Inc anticipates that only small amounts of XGC owned by the Digital Foundation will be needed to provide miner incentives.

There is no guarantee that the anticipated mining difficulty ratios and the anticipated price increases will result in the Digital Foundation providing sufficient mining incentive rewards when all the XGC is mined. Should the XGC owned by the Digital Foundation not be sufficient to provide miner incentive rewards then the longevity of the GreenCoinX blockchain will be less than 150 years.

To the best of the knowledge and belief of the directors, GreenCoinX is the world's first cryptocurrency that requires all users to complete a KYC identification process prior to opening a cryptocurrency wallet. All other cryptocurrencies are based on anonymous users, and do not require KYC identification prior to opening a wallet. The GreenCoinX wallet is an online record of XGC owned by the user, which XGC are password protected and stored on the GreenCoinX blockchain. Initial users complete an online KYC process, including the uploading of copies of personal identification and other documents. Once verified, the user is issued with a unique KYC number which enables the user to open a wallet and an account at SiiCrypto. The SiiCrypto exchange provides a commission free online platform for buying and selling XGC. Currently the SiiCrypto exchange is the only online exchange that offers a trading platform for XGC. The current owners of GreenCoinX are early adopters, beta testers and miners. "Mining" is the process whereby algorithmic equations generated by the GreenCoinX blockchain are solved in a competitive environment, with the solver of a particular equation being rewarded with newly generated XGC. The mining process facilitates the processing of transactions on the XGC blockchain. XGC are sent over the GreenCoinX blockchain which records of all these transactions by collecting all of the transactions made during a set period into a list, called a block. Miners take the information in a block, and apply a mathematical formula to it, turning it into a random sequence of letters and numbers known as a hash. This hash is stored along with the block, at the end of the blockchain at that point in time. As each block's hash is used to help produce the hash of the next block in the chain, tampering with a block would also make the subsequent block's hash incorrect. The mining process 'seals off' blocks using software written specifically to mine blocks. When a miner creates a hash, they get a reward of newly generated XGC and the blockchain is updated. The miners are thereby incentivized to keep mining, resulting in the transactions being processed.

No marketing of GreenCoinX has occurred, and consequently no merchants currently accept GreenCoinX as payment for goods and services. There are currently no vendors or merchants that accept GreenCoinX as payment for goods and services. It is technically possible for merchants to accept GreenCoinX as payment. The Company does not expect to generate any revenue from the GreenCoinX ecosystem, but will (a) encourage user adoption of XGC which is (b) likely to increase the demand for XGC, which (c) is likely to increase the price of XGC, which (d) is likely to result in a capital appreciation of the XGC investment portfolio owned by the Company. There is no guarantee that this business plan will succeed, or that the potential outcome described will be achieved.

Over time, GreenCoinX will require additional investment in both hardware and software. Further investment will be required to obtain governmental co-operation in multiple jurisdictions to facilitate multiple country tax requirements, establish country specific capital controls, and create a network of digital currency miners as well as retail users. The amounts of additional investment is not determinable at this time. XGC Software Inc intends to raise sufficient working capital to commence GreenCoinX marketing activities, focusing initially on India. Expanding its user base by opening online XGC wallets will be the prime objective. There is no guarantee that sufficient capital will be raised to carry out these objectives, or that GreenCoinX will be utilized in the market, or if utilized that GreenCoinX will be successful. XGC's plans for encouraging user adoption focus on providing no-cost transactions using an identified cryptocurrency. XGC will require additional investment in order to pursue its business plan to encourage user adoption. Associated expenses are undetermined at this stage, as they are dependent on the amount of marketing that will take place and such decisions have yet to be made. Management is unable to anticipate expected operating costs associated with encouraging user adoption at this time. India will be the focus of the initial GreenCoinX marketing activities as the Indian government has indicated a desire to move from a cash society to a digital society. Plans to expand in India have not been finalized, and are at a preliminary stage and management cannot provide further details at this time. There have been no commitments or agreements from the Indian government. XGC has no predetermined investment time horizon, and has no plans to exit the GreenCoinX investment. XGC intends to hold the investment on a long term basis, but retains the right to respond to market conditions.

GreenCoinX is not compatible with any other wallet other than XGC wallet. The most common wallet holder jurisdictions are India, UK, Canada, and USA. XGC's 60 million GreenCoinX are stored offline in a cold storage XGC wallet with the private keys generated offline. Only the GreenCoinX Inc CEO and CTO have access to the private keys for the cold storage of the 60 million XGC owned by GreenCoinX Inc., and access is password protected. The cyber security policy of XGC is to store its GreenCoinX in a cold storage wallet. Hacking cannot occur as there is no internet access to the cold storage wallet. The risk of cyber theft and hacking is nil.

The SiiCrypto online exchange is not owned by XGC as it is a free service that will never make any money. The directors believe that as such it is not appropriate that SiiCrypto be a part of a for-profit corporation. XGC is "affiliated" with SiiCrypto as it is the only online exchange that facilitates trading of GreenCoinX, and was designed for that purpose by GreenCoinX. All users of SiiCrypto require an XGC wallet in order to trade GreenCoinX. SiiCrypto is not regulated as a money service business as it is not required to do so. SiiCrypto received a policy interpretation ruling by Canada's FINTRAC on April 25th 2016 stating that facilitating the buying and selling of virtual currency is not an activity subject to existing legislation, and that SiiCrypto is not engaged as a money service business. SiiCrypto is not registered with another international money service regulator. SiiCrypto does not hold any client fiat funds. Client fiat funds are held by a Swiss fiduciary company. Accordingly, SiiCrypto does not have access to client fiat funds without client permission. There is very limited trading on the SiiCrypto online exchange, with average daily trading volumes being less than $1000 over the previous year. As a result if XGC were to liquidate its portfolio of GreenCoinX it likely would not receive the market price quoted on the SiiCrypto online exchange.

GreenBank acquired 60 million GreenCoinX as part of the acquisition of the GreenCoinX incomplete software in June 2014. GreenCoinX is not open source software. As such, it is a closed software and its technical capabilities are not available to the public, and its technology is a business secret. The difficulty rate for mining increases with the number of miners and the amount of transactions being validated. As GreenCoinX is not a very active blockchain ecosystem it is relatively easy to mine XGC at this stage of its development. The sustainability of the ecosystem depends on miners continuing to mine and thereby process transactions. The Digital Foundation has resolved the miner incentive issue, and thereby ensured the sustainability of the ecosystem for 150 years. The finite amount of GreenCoinX is the same concept as all other cryptocurrencies. As the GreenCoinX unit goes to 8 decimal places a tiny amount of a unit can be used for transactions, and can still accommodate a high price for a single unit.

The market for cryptocurrencies is competitive with more than 700 different cryptocurrencies. However GreenCoinX is the only identification based cryptocurrency. GreenCoinX is dependent on its management, and in particular its Chief Technology Officer, and the loss of any one of these individuals will have an adverse impact on the activities of XGC Software. The Company is not economically dependent on other parties, and has no licensed technology from other parties, with the exception of its blockchain which is available at no cost from Blockchain Evolution Inc and its KYC processing which is available at no cost from KYC Technologies Inc. XGC Software Inc currently does not generate any revenue.

XGC Software Inc is unable to determine the costs and cash flow requirements and the expected financial performance of the GreenCoinX program, but it anticipates that any additional capital required will be raised from the equity markets, subject to market conditions prevailing at the time. GreenBank, on behalf of its subsidiary GreenCoinX Inc, has previously filed Material Change Reports on March 27, 2014 and on June 11, 2014 containing disclosures with regard to the risks of investing in cryptocurrency and a cryptocurrency business, including risks related to cryptocurrency networks, risks related to the cryptocurrency exchange market, and risk factors related to the regulation of cryptocurrencies, and such Reports are available on the GreenBank profile at www.sedar.com. Securities regulatory authorities in Canada, including the Ontario Securities Commission, have yet to determine the impact of an investment product that invests in cryptocurrencies, including whether or not cryptocurrencies constitute a suitable asset class for retail investors. An investment manager registration or a dealer registration may or may not be required, and if required there is no guarantee that such registration applications if made would be granted.

Historic Information for Previous Publicly Listed Investment Portfolio - Distributed as a Dividend to GreenBank Shareholders on January 29, 2016.

GreenBank currently owns no interest in the entities described below

Prior to January 29, 2016, GreenBank had an investment portfolio of publicly traded mining stocks. GreenBank had owned significant equity stakes in Zara Resources Inc (CSE:ZRI) ("Zara"), Hadley Mining Inc (CSE:HM) ("Hadley"), and Leo Resources Inc (CSE:LEO) ("Leo"), all of which were mining exploration companies. These investments were distributed as a special dividend to the shareholders of the Company on January 29, 2016, and the Company now has no shareholdings in these companies.

Zara Resources Inc. ("Zara") - GreenBank no longer owns any interest in Zara.

Zara Overview

Zara is a minerals company incorporated October 9, 2012 focusing on exploring and evaluating its 50% owned Pigeon River nickel-copper property in Ontario. The Qualified Person for the Pigeon River Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. The Technical Report in its entirety can be found under Zara's SEDAR profile at www.sedar.com. More information on Zara is available on Zara's profile on SEDAR.

Zara Previous Activity

Proposed Acquisition of Lux Aquatica Assets terminated

On May 30, 2014, and as amended on June 19, 2014 Zara announced that it signed a Letter of Intent to acquire certain recreational marine assets. On October 17, 2014 Zara announced that it terminated the Letter of Intent due to the sellers not meeting their obligations in regard to completing a private placement.

Cancellation of shares related to the acquisition of Forge Lake

On October 17, 2014 Zara announced that 571,578 common shares of Zara have been canceled pursuant to that certain Mining Claim Assignment Agreement dated April 16, 2013 between the Company and Hudson River Minerals Ltd ("Hudson") due to Hudson failing to distribute the 571,578 Zara shares to Hudson shareholders within the required time frame.

Debt Conversion

On November 27, 2014 Zara settled indebtedness owing to four different parties in the total amount of $483,808 by the issuance of a total of 967,616 common shares at $0.50 per common share. On January 7, 2015 Zara settled indebtedness due on its Preferred Shares Series B by the issuance of 94,090 common shares at $0.50 per common share. On January 26, 2015 Zara settled indebtedness due on its Preferred Shares Series A by the issuance of 9,100 common shares at $0.50 per common share.

Hadley Mining Inc. ("Hadley") - <u>GreenBank no longer owns any interest in Hadley.</u>

Hadley Overview

Hadley owns a 25% interest in the Pigeon River mining claim which it purchased on April 10, 2015 from Zara Resources Inc. for the sum of $9,000. The Qualified Person for the Pigeon River Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. The Technical Report in its entirety can be found under Hadley's SEDAR profile at www.sedar.com. More information on Hadley is available on Hadley's profile on SEDAR.

Hadley Letter of Intent with Vargo

On February 6, 2015, Hadley announced that it signed a Letter of Intent to acquire 100% of the issued and outstanding share capital of Vargo Holdings Ltd ("Vargo") payable by the issuance of 92,500,000 new Hadley shares at a deemed price of CAD$0.28 per share. Vargo is a Cyprus based private company which owns the Guna State Forest Concession in Ethiopia. On November 23, 2015 Hadley announced that that it has completed its due diligence with respect to its intended acquisition of Vargo and decided not to proceed with the acquisition and its related transactions.

Leo Resources Inc. ("Leo") - <u>GreenBank no longer owns any interest in Leo.</u>

Leo Overview

Leo Resources was formed on March 18, 2013 and is a minerals company focusing its main efforts on developing its Riverbank property in Ontario. The Qualified Person for the Riverbank Technical Report is Alan Aubut and the Technical Report was prepared by Alan Aubut. The Technical reports for Riverbank is available under Leo's profile on SEDAR at www.sedar.com, More information on Leo is available herein under "Zara Resources Inc", and under Leo's profile on SEDAR.

Corporate Structure of GreenBank

GreenBank began trading as a public company on the CSE under the symbol "GBC" on April 17, 2013, following completion of a statutory plan of arrangement spin-off from its former parent company, Winston Resources Inc. On November 15, 2013 GreenBank effected a share consolidation of its common shares on the basis of one "new" common share for five "old" common shares. All outstanding options and warrants were adjusted to reflect the consolidation ratio, with their respective prices being multiplied by five. GreenBank's investments in Zara, Hadley and Leo was distributed as a dividend to the shareholders of GreenBank on January 29, 2016. GreenBank's investment in XGC Software Inc, was distributed as a dividend to the shareholders on September 8, 2017, as well as 85% of its ownership of KYC Technology Inc and Blockchain Evolution Inc.

INTEREST IN MINERAL PROPERTIES OF AFFILIATES –

Ubique Minerals Limited (27% owned by GreenBank)

Ubique owns 108 claims around the former Daniel's Harbour zinc mine situated approximately 10 km northeast of the town of Daniel's Harbour on the west coast of Newfoundland. The claims adjacent to Ubique's claims are primarily owned by Altius Resources Inc, a subsidiary of Altius Minerals Corporation. Approximately 7,000,000 tonnes averaging 7.8% zinc have been mined from the Daniel's Harbour mine *(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).*

In September 2017 a 9 hole drilling program was completed on the property. The highlight of the 9-hole program was Hole UM-4 which intersected 13.6% Zinc over 39.9ft including 17.43% Zinc over 28.2 ft.

Other drilling highlights include:
Hole UM-6 intersected 5.06% Zinc over 37.8ft including 13.80% Zinc over 9.9ft
Hole UM-5 intersected 14.06% Zinc over 2.3ft including 23.4% Zinc over 1.3 ft
Hole UM-7 intersected 12.79% Zinc over 5.4ft
Hole UM-8 intersected 10.8% Zinc over 2.1ft
Hole UM-9 intersected 5.37% Zinc over 13.7ft

The results of the drilling program, together with historical estimates, are anticipated to form the basis of a NI 43-101 mineral resource report on the Daniel's Harbour property which will be completed by the end of 2017.

A full summary of the drilling results is provided in the Composite Drilling Results Table below:

Daniel's Harbour Composite Drilling Results Table*

Hole No.	From Feet	To Feet	Width Feet	Percent Zinc
UM-4	159.1	199.0	39.9	13.60
Including	170.5	199.0	28.2	17.43
UM-5	210.7	213.0	2.3	14.06
Including	210.7	212.0	1.3	23.40
UM-6	184.0	221.8	37.8	5.06
Including	184.0	193.9	9.9	13.80
UM-7	217.9	223.3	5.4	12.79
UM-8	216.6	218.7	2.1	10.80
UM-9	181.7	195.4	13.7	5.37

*Excluding Holes UM-1, UM-2, and UM-3 which had no measurable results.

On November 22, 2017 Ubique acquired an additional 36 claims and now has 108 claims in Daniel's Harbour covering 27 sq kms, of which 100 claims are contiguous. The Ubique claims comprise three zones, namely P Zone, Cobo's Pond and Tilt Pond. The P Zone is where Ubique completed its 2017 drilling program. Ubique management believes that the Cobo's Pond claims are strategically significant as they could potentially contain the extension to the mineralized horizon hosting the high-grade zinc intercepts from the 2017 drilling program. The Tilt Pond claims cover a southern mineral trend adjacent to previous drilling completed by Teck Exploration in 1990 on the adjacent Black Duck and Trapper claims *(Newfoundland and Labrador Department of Mines, Geofiles Metadata Search).*

Buchans Wileys Exploration Inc (27% owned by GreenBank)

The Buchans Wileys Property consists of 48 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 included in a NI 43-101 report. 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.

On November 20, 2017 an additional 30 claims located in the Buchans area were acquired. The claims, known as Buchans Wileys South, ("BW South") are located 15 km southeast of the BWE flagship property, Buchan's Wileys. BW South is located approximately 18 km southeast of the past producing Buchan's Mine that 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).* BW South is along strike to the northeast, and within 8 km of the Bobby's Pond Deposit, which in 2013 reported an Indicated Resource of 1,095,000 tonnes of 0.86% Cu, 4.61% Zn, 0.44% Pb, 16.6 g/t Ag, and 0.2 g/t Au; and an Inferred Resource of 1,177,000 tonnes of 0.95% Cu, 3.75% Zn, 0.27% Pb, 10.95 g/t Ag and 0.06 g/t Au. *(Mountain Lake Resources – Newfoundland and Labrador Geological Survey, Assessment File 12A/10/1489, 2009, 67 pages).*

INTEREST IN MINERAL PROPERTIES OF FORMER AFFILIATES - HISTORIC INFORMATION PRIOR TO JANUARY 29, 2016

<u>GreenBank has no current interest in the Mineral Properties of its former Affiliates, Zara, Hadley and Leo</u>

Prior to January 29, 2016 by way of its minority investments in Zara, Hadley and Leo, GreenBank was deemed to have an interest in the mineral properties owned by those companies. Subsequent to January 29, 2016 GreenBank distributed its shareholdings in these companies to GreenBank shareholders and ceased to have any interest in these companies or their mineral properties. The full capitalized cost of the mineral properties is reflected in the financial statements of Zara, Hadley and Leo until January 29, 2016. Full information on the mineral properties is available on the Zara, Hadley and Leo profiles on SEDAR. An overview of the mineral properties owned by Zara, Hadley and Leo is described below :

Zara- Pigeon River

On January 7, 2013, Zara acquired 100% of 28 Pigeon River claims located in Ontario from Pele Mountain Resources (“Pele”) for a purchase price of $700,000. During the year ended July 31, 2014, Zara management made the decision to abandon 20 of the Pigeon River claims. As a result, Zara recognized an impairment of the exploration and evaluation assets of $501,439. During the year ended July 31, 2015, Zara allowed seven out of eight claims to lapse. As a result, Zara recognized a further impairment of $155,339 on the exploration and evaluation assets. On April 10, 2015, Zara sold a 25% interest in its Pigeon River mining claim to Hadley Mining Inc. for the sum of $9,000. As a result of this transaction, a loss in amount of $2,541 was realized. On April 10, 2015, Zara sold a 25% interest in its Pigeon River mining claim to Winston Resources Inc. for the sum of $9,000. As a result of this transaction, a loss in amount of $2,541 was realized.

Zara - Forge Lake Gold Project.

On April 16, 2013, Zara completed the acquisition of 100% of the Forge Lake Gold Project located in Ontario from Hudson River Minerals Ltd (“HRM”) for the sum of $583,010. As consideration, Zara issued HRM 571,578 common shares of the Company at a fair value of $1.00 per common share. The consideration was subject to an agreement whereby HRM distributes the shares to its shareholders within 18 months and until such time when the distribution takes place the shares cannot be sold and voting rights are to be exercised by Danny Wettreich, the CEO of Zara, under a voting rights agreement. As these shares were not distributed within the required time, they were cancelled. During the year ended July 31, 2015, management determined that Zara did not have the financing to further the project and the carrying value of the Forge Lake property was impaired.

Zara and Leo - Riverbank nickel-copper property

On October 12, 2012 Zara agreed to purchase from CNRP Mining Inc ('CNRP"), a company that was under common control, all of CNRP’s rights, interests, obligations and benefits in an Option Agreement dated August 10, 2011 with Melkior Resources Inc. (“Melkior”). In consideration for the assignment of the Option Agreement, Zara issued 2.5 million common shares to CNRP’s parent company, Winston Resources Inc. (“Winston”). In exchange for these shares, Winston paid the Company $100,000 cash and CNRP assigned the Option Agreement to the Company. On January 23, 2013, Zara acquired 100% of the Riverbank/Brokeback claims from Melkior, and accordingly the Option Agreement became null and void. The consideration was $68,000 payable by the issuance of 22,500 common shares of the Company at a fair value of $1.00 per share and 45,500 non-voting 5% convertible Series A preference shares of the Company at a fair value of $1.00 per share. On August 2, 2013, Zara sold to Leo the Riverbank property for the amount of $358,000, and distributed the Leo shares to Zara shareholders.

Hadley-Etamame

The Etamame Nickel Project is located in the Lingman Lake Greenstone belt area about 38 kilometres south-west of Sachigo Lake in Northwestern Ontario, Canada. It consisted of 10 claim blocks totaling 142 claim units that have not previously been drilled. On April 8, 2014, Hadley management determined that they would not renew nine of the ten claim blocks and accordingly recognized a write-off in the amount of $288,099. On April 10, 2015, Hadley allowed the Etamame claim to lapse, and has no further interest in Etamame.

Hadley -Pigeon River

On 10th April, 2015 Hadley acquired a 25% interest in the Pigeon River claim from Zara for $9,000. (See above Zara-Pigeon River Nickel-Copper Project.)

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company and its subsidiaries and affiliates have interests in merchant banking and software, which has yet to generate significant income or cash flows from operations. The Company continues to incur operating losses, which casts significant doubt about the Company's ability to continue as a going concern. The Company's continued existence is dependent upon its success in merchant banking investments, and its software interests. There is no assurance that the Company will be able to obtain external financing necessary to develop its business. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to terminate its operations.

As at January 31, 2018, the Company had yet to generate significant revenues from operations and had a deficit of $4,346,440 (July 31, 2017 $2,866,821). The Company is actively seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

RESULTS OF OPERATIONS

GreenBank is currently operating in two business segments, merchant banking, and financial services. Previously it also operated in the additional business segment of software development. The merchant banking activities are early stage and have not yet generated any revenues. The financial services segment is the revenue generated by GreenBank's 100% subsidiary Veterans Financial Group LLC, ("VFG") an insurance agency acquired in January 2018. The segment information includes VFG from July 31, 2017. The software division was distributed to GreenBank shareholders on September 8, 2017.

Until January 29, 2016 GreenBank, through its affiliated mining companies, was also operating in the mining exploration business segment. Mining exploration did not have revenues from operations during the period. Prior to January 29, 2016 the results of operations include the Company's minority owned subsidiaries Zara, Leo and Hadley.

Until September 8, 2017, GreenBank through its affiliated software division, was also in the software development business focused on the development of GreenCoinX, the world's first identification based crypto currency. Pursuant to the terms of a Plan of Arrangement, GreenBank distributed 16,000,000 common shares of XGC Software Inc, 1,400,000 common shares of Blockchain Evolution Inc, and 1,400,000 common shares of KYC Technology Inc, to holders of common shares of GreenBank on the Record Date of July 14, 2017. For every one GreenBank common share on the Record Date, shareholders received 0.64867 common shares (rounded to the nearest whole share) in the capital of XGC Software Inc, and 0.05676 common shares (rounded to the nearest whole share) in each of the capital of Blockchain Evolution Inc and KYC Technology Inc.

For the six months ended January 31, 2018 the net loss and consolidated comprehensive loss was $1,470,082 (2017 - $193,153). The comprehensive loss includes: -

- Share-based compensation $716,154 (2017- $31,863)
- Consolidation adjustment $416,196 (2017- $nil)
- Impairment of investment of long-term investments $53,066 (2017- $nil)
- Consulting expenses paid in stock $70,000 (2017-$nil)

The major expenses were:

- $60,913 (2017 -$35,276) professional fees. The increase is primarily due to accounting and legal fees.
- $160,426 (2017 - $4,475) office and general. The increase is primarily due to expenses related to merchant banking.
- $78,427 (2017 - $nil) Insurance agency marketing costs
- $18,278 (2017- $nil) Insurance agency management costs
- $21,739 (2017- $3,000) Listing and filing fees. The increase is primarily due to expenses reacted to merchant banking.
- $22,476 (2017 - $nil) Directors remuneration. The increase is due to an additional executive director.

For the six months ended January 31, 2018 the Company used cash in operating activities of ($256,523) (2017 – ($280,719)) primarily due to the net consolidated loss for the period. For the six months ended January 31, 2018 the Company used cash in investing activities of $39,000 (2017 - $nil). For the six months ended January 31, 2018 the Company obtained cash from financing activities of $303,502 (2017 - $206,727).

Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

The software development during the period was related to a former subsidiary of the Company, GreenCoinX Inc until September 2017. The GreenCoinX investment portfolio of XGC digital coins was purchased in June 2014 as part of the purchase of the unfinished cryptocurrency software. The software that was acquired in June 2014 was the basis for the development of the completed GreenCoinX software. Between June 2014 and April 2016 the development of the GreenCoinX software was completed by modifying and adding to the original software. The original software could mine XGC but did not have all the features and sophistication that was subsequently developed, such as an online wallet with identification requirements, a KYC identification process, the ability to send and receive XGC using an email address, the ability to create password protection using a passphrase in any language, the ability to have multiple online wallets with one unique KYC number, and other features. Those are material differences from the original software acquired in June 2014.

During the period between June 2014 and September 2017 when GreenCoinX Inc was a subsidiary of the Company, the Company provided corporate support services to GreenCoinX Inc by total corporate support expenditures of $494,065, comprised of listing and filing fees, professional fees, office and general expenses, investors relations and market research, shareholder information, transfer agent fees, and bank charges and interest.

During the period between June 2014 and September 2017 when GreenCoinX Inc was a subsidiary of the Company, the Company incurred and recorded software development expenditures in the financial statements, and such expenditures are disclosed in the tabular form below:

Year	Financial Statement Line Item	Amount	Recipient
2014	**Software Development Services**	**$ -**	NA; no signficant activity
2015	**Software Development Services**	**$ 161,336**	
	Consulting expenses	$ 17,758	Sabrina Schmitz
		$ 99,487	Nilam Doctor
	Office and general	$ 6,406	YP Solution
		$ 37,685	Nilam Doctor (Travel and Accomodation Exp)
2016	**Software Development Services**	**$ 199,448**	
	Consulting expenses	$ 6,000	Two Hat LLC
		$ 27,454	Sabrina Schmitz
		$ 30,649	Nilam Doctor
		$ 7,500	Todd D Sonoga
		$ 60,000	FronTier
	Office and general	$ 8,610	Alan Molloy
		$ 24,181	Click to Click LLC
		$ 6,775	Joe Devich
		$ 805	Trevor Koverko
		$ 11,104	YP Solutioin
		$ 325	Vinnie Grosso
	Professional fees	$ 4,132	Liburd and Dash
		$ 11,913	LK(Fiduciaries) Limited
2017	**Software Development Services**	**$ 176,175**	
	Consulting expenses	$ 3,764	A 2 B Consulting UK
		$ 23,324	Nilam Doctor
		$ 7,925	Sabrina Schmitz
	Office and general	$ 23,836	YP Solutioin
		$ 113,937	Nilam Doctor (Travel and Accomodation Exp)
	Professional fees	$ 678	KRMJ Wiseview Inc.
	Transfer agent fees	$ 2,712	Reliable Stock Transfer
TOTAL		**$ 536,959**	

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the unaudited Financial Statements and Notes of the Company for the applicable period.

For the Six Months ended January 31,	2018	2017
	$	$
Net Loss	(1,470,082)	(193,153)
Current Assets	288,386	183,578
Non-current Assets	532,466	446,726
Total Assets	820,852	630,304
Total Liabilities	127,298	27,100
Total Shareholder's Equity	693,554	603,204

Summary of Quarterly Results

Quarter ended	**Jan.31,2018**	**Oct.31,2017**	**July 31, 2017**	**Apr.30, 2017**
	$	**$**	**$**	**$**
Net Income (loss)	(944,873)	(524,223)	(1,258,510)	(68,837)
Current Assets	288,386	296,561	183,578	267,099
Total Assets	820,852	833,428	630,304	279,599
Total Liabilities	127,298	20,768	27,100	10,728
Total Shareholder's Equity (deficiency)	693,554	812,661	603,204	268,871
Quarter ended	**Jan.31,2017**	**Oct.31,2016**	**July 31,2016**	**Apr. 30,2016**
	$	**$**	**$**	**$**
Net Income (loss)	(135,256)	(24,565	(19,396)	(125,994)
Current Assets	127,034	84,171	103,544	103,229
Total Assets	139,534	96,671	116,044	115,799

Total Liabilities	11,826	75,570	70,378	99,345
Total Shareholder's Equity (deficiency)	127,708	21,101	45,666	16,445

The comparative figures are presented as if the entities had been combined for the period in which the entities were placed under common control

Liquidity and Solvency

The Company will need access to equity capital to pursue its business plan and there is no guarantee that equity may be available, and if available it may not be on terms that Management finds is in the interest of the Company. On June 5, 2015 the Company completed a non-brokered private placement for gross proceeds of $120,000. On June 12, 2015 a director of the Company exercised 2,000,000 warrants for gross proceeds of $100,000. On April 5, 2016 the Company completed a private placement with Daniel Wettreich, a director of the Company, for gross proceeds of $125,000. On May 2, 2016 the Company completed a private placement with Daniel Wettreich, a director of the Company, for gross proceeds of $78,000. On January 25, 2017 the Company completed a private placement with Daniel Wettreich and David Lonsdale, directors of the Company, for gross proceeds of $110,000, and Sammiri Capital Inc, a private company owned by Daniel Wettreich exercised its warrants for gross proceeds of $100,000. On February 24, 2017 the Company completed a private placement with Daniel Wettreich and David Lonsdale, directors of the Company, for gross proceeds of $110,000, and Sammiri Capital Inc a private company owned by Daniel Wettreich exercised its warrants for gross proceeds of $100,000. On May 31, 2017 three directors of the Company exercised options and warrants for gross proceeds of $89,000. On October 11, 2017 The Company completed a private placement for gross proceeds of $283,000. The Company may borrow funds from its CEO. In order to maintain its operations the Company needs funds for primarily merchant banking operations, including management fees, legal and accounting and office and general, and for its insurance agency operations. The Company would need to raise additional equity capital to develop its business plans, or other investment opportunities, or to support special projects.

The following table summarizes the Company's consolidated cash on hand, working capital and cash flow as at January 31, 2018

	January 31, 2018
Cash	**148,565**
Working Capital (Deficiency)	**161,088**
Cash Used in Operating Activities	**256,523**
Net Cash Provided (Used) in Investing Activities	**39,000**
Cash Provided by Financing Activities	**303,502**
Increase in Cash	**7,979**

The Company is dependent on the sale of newly issued shares to finance its investment and corporate finance activities, and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

Capital Resources

The Company has no operations that generate net cash flow. Its long term financial success is dependent on the Company taking equity positions in its clients that are profitable over time. The Company's primary capital assets as at January 31, 2018, are cash, accounts receivable, government HST recoverable, and investments.

The Company has no commitments for capital expenditure, and there are no known trends or expected fluctuations in the Company's capital resources. The Company requires additional equity in order to fund its business plans, and there is no guarantee that such funds will be raised, and if raised that they will be sufficient to carry out the operations of the Company.

The following is a summary of the Company's outstanding share, warrant and stock options data as of March 23, 2018

Common Shares
The authorized common share capital of the issuer consists of an unlimited number of common shares without par value of which 26,497,049 are outstanding as at March 23, 2018. Holders of the issuer's common shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate in any distribution of property or assets upon the liquidation, winding up or dissolution of the Issuer.

Preferred Shares
The authorized preferred share capital of the issuer consists of an unlimited number of preferred shares of $1 par value of which 904,563 are outstanding. Holders of the issuer's preferred shares are not entitled to vote at meetings of shareholders declared by the directors, and rank in priority to the common shares upon the liquidation, winding up or dissolution of the Issuer.

GreenBank Stock Options

Options to purchase common shares in the capital of the Company are granted by the Company's Board of Directors to eligible persons pursuant to the GreenBank 2017 Stock Option Incentive Plan. During the quarter ended January 31, 2018, 165,000 options were granted to Mark Wettreich, and 165,000 options were granted to Gaurav Singh, both directors and officers of the Company. The following options for the Company are outstanding at March 23, 2018:

Date	Number	Name of Optionee if Related Person and relationship	Exercise Price	Expiry Date	Market Price on date of Grant
05/31/2017	1,340,000	Daniel Wettreich, Director	$0.305	05/31/2019	$0.305

05/31/2017	400,000	David Lonsdale, Director	$0.305	05/31/2019	$0.305
05/31/2017	50,000	Peter Wanner, Director	$0.305	05/31/2019	$0.305
05/31/2017	50,000	Paul Cullingham, Director	$0.305	05/31/2019	$0.305
06/16/2016	100,000	Paul Cullingham, Director	$0.225	06/16/2018	$0.225
10/03/2017	225,000	David Robino, Director	$1.19	10/03/2019	$1.19
10/11/2017	14,286	Gaurav Singh, Director	$1.40	10/11/2019	$1.40
11/20/2017	165,000	Gaurav Singh, Director	$1.45	11/20/2019	$1.45
11/20/2017	165,000	Mark Wettreich	$1.45	11/20/2019	$1.45

GreenBank Warrants

At March 23, 2018, the Company had no brokers warrants outstanding, and had 731,357 warrants outstanding; 100,000 which is held by Rares Pateanu, a director, and 130,000 which is held by an investor ,with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.30 per share until May 2, 2019; 164,690 which is held by David Robino, a director, with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.60 per share until September 28, 2019; 30,000 which is held by an investor ,with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.60 per share until September 21, 2019; 30,000 which is held by an investor ,with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.60 per share until September 27, 2019; 206,667 which is held by an investor ,with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.60 per share until September 28, 2019; 40,000 which is held by 3 investors ,with each warrant entitling the holder to acquire one additional common share in the capital of the Company at $0.60 per share until October 10, 2019.

Outlook and Capital Requirements

There is no guarantee that market conditions will be conducive to raising additional equity capital. Depending on future events, the rate of Company expenditures and general and administrative costs could increase or decrease.

Related Parties Transactions

At January 31, 2018, the due from related companies in the amount of $726 (July 31, 2017 - $11,858) is net amount due from affiliated companies which amounts were made to provide working capital : Blockchain Evolution Inc $32 (July 21, 2017- Nil); Slabdeck Technology Inc $226 (July31, 2017- Nil) XGC Software $468 (July 31, 2017 - Nil). Daniel Wettreich a director and officer of the Company is also a director of these companies.

At January 31, 2018, the due from director is nil (July 31, 2017 - $3,056)

At January 31, 2018, the due to related parties included an amount of $577 (July 31, 2017- Nil) due to Daniel Wettreich that was made to provide for working capital.

During the six months ended January 31, 2018, the Company incurred transfer agent fees of $5,584 (July 31, 2017- $1,150) to Reliable Stock Transfer Inc., a Company owned by Daniel Wettreich for the provision of share transfer services.

During the six months ended January 31, 2018, the Company acquired the remaining 81% equity share in its affiliate Veterans Financial Group LLC, ("VFG"), and the amounts payable by VFG includes $63,050 due to David Lonsdale, a director of the Company.

Key Management Compensation

During the six months ended January 31, 2018, the Company incurred management fees expenses of $Nil (July 31, 2017- $75,000) to a company owned by Daniel Wettreich for the provision of management services.

During the six months ended January 31, 2018, the Company granted 330,000 options (July 31, 2017 – 2,040,000) to directors and they were assigned a fair value of $447,216 (July 31, 2017 - $574,200).

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgments or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. The Company applies IFRS as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB.The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of March 23, 2018, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended July 31, 2017, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending July 31, 2018 could result in restatement of these unaudited condensed interim financial statements.

In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available. These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant.

Principles of consolidation

These consolidated financial statements include the accounts of the Company include 100% owned GreenBank Financial Inc., Medik Blockchain Inc, Veterans Financial Group LLC, North America Veterans Insurance Services Inc, Blockchain Evolution Inc., KYC Technology Inc. The consolidated financial statements also includes the Company's 49.0% owned Hadley until the date the Company lost control, Hadley shareholding was less than 50%, but the Company still maintained the practical ability to direct the relevant activities of Hadley as GreenBank has common directors and officers with Hadley (de facto control over the company). The financial statements of GreenCoinX and Hadley are consolidated into the GreenBank financial statements with non-controlling interest. On consolidation, all intercompany transactions, balances, income and expenses are eliminated. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company losses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Investments in associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. In general, significant influence is presumed to exist when the Company has between 20% and 50% of voting power. An Investment in associates is accounted for using the equity method from the date on which the investee becomes an associate to the date that the Company ceases to have significant influence. An equity investment is accounted for under the cost method if it does not provide the investor with a controlling investment, does not provide the investor with the ability to exercise significant influence, does not have readily determinable fair values and is not subject to other industry-specific guidance. At the end of each reporting period, the Company assesses whether there is any objective evidence that its investments in associates are impaired.

Dividends

Dividends on ordinary shares are recognized as a liability and deducted from equity when they are approved by the Company's Board of Directors ("BOD'). Dividends for the year that are approved after the reporting date are disclosed as an event after the reporting date. Dividend payable is recognized when the dividend is appropriately authorized by the BOD and is no longer at management's discretion. The Company measures a liability to distribute non-cash assets as a dividend to the shareholders at the fair value of the assets to be distributed. In case the Company offers an option of receiving either a non-cash asset or a cash and cash equivalent, the Company estimates the dividend payable by considering probability weighted fair value of each option. The Company reviews and adjusts the carrying amount of the dividend payable at each reporting date and the date of settlement, with any change in the carrying amount recognized in equity.

Related Party Disclosures

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions are in the normal course of business and have commercial substance and are measured at the fair value.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years. Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income. Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that these assets suffer any impairment in value. If the recoverable amount of an asset is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount with a corresponding impairment loss recognized in the statement of comprehensive income in the period of impairment. If an impairment loss reverses in a subsequent period then the carrying amount of the asset is increased to its revised value to the extent that the increased carrying amount does not exceed its original carrying amount.

Functional currency

The Company’s presentation and functional currency is the Canadian dollar.

Equity Settled Transactions

The costs of equity-settled transactions are measured by reference to the fair value at the date on which they are granted. The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled and vested, ending on the date on which the relevant recipient become fully entitled to the award ("the vesting period or date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share based compensation reserve. When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to contributed surplus.

Share Capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares.

Shares issued for purchase of investments

Transactions in which an investment in a subsidiary, associate or joint venture is acquired in exchange for shares is accounted for at the fair value of the consideration given (being fair value of equity instruments issued) or the assets received, if that is more easily measured, together with directly attributable transaction costs. When the purchase consideration does not correspond to the fair value of the investment acquired the Company as the acquirer has an accounting policy choice to account for the investment at fair value of the consideration given or may impute an equity contribution or dividend distribution and in effect account for the investment at its fair value. Alternatively, if the investment in a subsidiary constitutes a business and is acquired in a share-for-share exchange, the Company measures the cost based on the original carrying amount of the investment in the subsidiary, in the transferor entity's separate financial statements, rather than at the fair value of the shares given as consideration.

Financial instruments

Fair value through profit or loss (FVTPL)

Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the statement of loss and comprehensive loss during the period.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss and comprehensive loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of loss and comprehensive loss. The losses arising from impairment are recognized in the statement of loss and comprehensive loss. The Company has classified due from related companies as loans and receivable.

Other financial liabilities

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:
Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The company's cash is considered Level 1 and its investments is considered Level 3 in the hierarchy.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.
Objective evidence of impairment could include the following:
- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

Loss Per Share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during
the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

Future accounting policies
At the date of authorization of these financial statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. This standard also requires an expected loss impairment method to be used, replacing the incurred loss model.

In October 2010, the IASB added requirements for financial liabilities to IFRS 9. These requirements were largely carried forward from the existing requirements in IAS 39, however, fair value changes due to credit risk for liabilities designated at fair value through profit and loss are to be recorded in other comprehensive income. In November 2013, the IASB amended IFRS 9 to include a new general hedge accounting model. In July 2014, the IASB issued the final version IFRS 9 that supersedes the requirements of earlier versions of the standard. The new standard will replace both IAS 39 and IFRIC 9 - Reassessment of Embedded Derivatives. The standard will retain the classification and measurements requirements and new hedge accounting model introduced by the previous versions while introducing a single forward-looking expected credit loss impairment model. The final version of this new standard is effective for annual periods beginning on or after January 1, 2018. The Company is still in the process of assessing the impact of this pronouncement. Various other accounting pronouncements (such as IFRS 14, IFRS 15, IFRS 16, and the various annual improvements) that have no material impact to the Company are not included above. The Company has not early adopted these standards.

Critical Accounting Estimates and Judgments
The preparation of these financial statements in accordance with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income/loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments in applying accounting policies

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:
(a) Income taxes
Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment

will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities. In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

(b) Going concern risk assessment

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and investing activities when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of the investment assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

(c) Interest in other entities

As at January 31, 2018, the Company has less than 20% voting rights in The Lonsdale Group, Reliable Stock Transfer Inc, Slabdeck Technology Inc, Inside Bay Street Corporation, Blockchain Evolution Inc, and KYC Technology Inc. Management has assessed the involvement of the Company in accordance with IFRS 10 and has concluded that it has no significant influence. In making its judgement, management considered the Company's voting rights, the relative size and dispersion of the voting rights held by other shareholders and other relevant facts and circumstances.

(d) Impairment of Available-for-Sale Securities

Impairment losses are recognized on available-for-sale securities if there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition and the loss event(s) results in a decrease in the estimated cash flows of the instrument. The Company individually reviews these securities at least quarterly for the presence of these conditions. For available-for-sale equity securities, a significant or prolonged decline in fair value below cost is considered objective evidence of impairment.

(e) Fair Value Measurements

The fair value of financial instruments traded in active markets at the balance sheet date is based on their quoted market prices. For all other financial instruments not traded in an active market, fair value may be based on other observable current market transactions involving the same or similar instrument, without modification or repackaging, or is based on a valuation technique which maximizes the use of observable market inputs. Observable market inputs may include interest rate yield curves, foreign exchange rates, and option volatilities. Valuation techniques include comparisons with similar instruments where observable market prices exist, discounted cash flow analysis, option pricing models, and other valuation techniques commonly used by market participants. For certain illiquid financial instruments, fair value is determined using valuation techniques in which current market transactions or observable market inputs are not available. Determining which valuation technique to apply requires judgment. The valuation techniques themselves also involve some level of estimation and judgment. The judgments include liquidity considerations and model inputs such as volatilities, correlations, spreads, discount rates, prepayment rates, and prices of underlying instruments. Any imprecision in these estimates can affect the resulting fair value.

The inherent nature of private equity investing is that the Company's valuation may change over time due to developments in the business underlying the investment. Such fluctuations may be significant depending on the nature of the factors going into the valuation methodology and the extent of change in those factors.
Key sources of estimation uncertainty
The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the financial statements.
(a) Share based compensation
The Company records all share-based compensation using the fair value method. The Company uses the Black- Scholes option pricing model to determine the fair value of share-based compensation. This estimate also requires determining the most appropriate inputs to the valuation model. The main factor affecting the estimates of the fair value of stock options is the stock price, expected volatility used and the expected duration of the instrument. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

Financial risk management objectives and policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments.

Financial risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk is the risk of loss associated with a counter-party’s inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the consolidated statement of financial position. The Company’s assets most susceptible to credit risk is its cash, which is held at a Canadian chartered bank in a non-interest bearing account, due from related companies and due from director, which is described in Note and is expected to be recoverable. As such, the risk of loss on these assets is minimal.

Market and other risk

Market risk is the risk of uncertainty arising primarily from possible interest rate risk, equity price risk, foreign exchange risk and commodity risk and their impact on the future economic viability of the Company’s projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly. The Company is not exposed to foreign exchange risk and commodity risk. The interest rate risk is minimal as most of the financial assets are non-interest bearing. With respect to equity price risk, the value of the Company's securities portfolio may be impacted by market determined variables which are beyond our control, such as benchmark yields, credit and/or market spreads, implied volatilities, the possibility of credit migration and default, among others.

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. As at July 31, 2017, the Company had, at its disposal, $140,586 in cash. The Company will require additional working capital to fund its corporate and administrative expenses for the next twelve months and will be seeking additional equity capital to expand investment opportunities. There is no guarantee that market conditions will be conducive to raising such additional equity capital. The carrying values of the Company’s financial instruments carried at amortized cost approximate fair values due to their short duration. The Company has designated its cash at FVTPL and investments at AFS. The due from related companies and due from director are classified as loans and receivables whereby they are initially recognized at fair value and then subsequently carried at amortized cost. Accounts payables and accrued liabilities, due to related parties and convertible debentures are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

The carrying values, which approximate fair values of the Company's financial instruments, are as follows:

As at	Jan.31, 2018	July 31, 2017
Financial Assets		
Fair value through profit and loss		
Cash and Available for Sale Investments	$ 681,031	$ 587,312
Loans and receivables		
HST Recoverable	20,100	15,578
Due from related parties	726	14,914
Financial Liabilities		
Other financial liabilities		
Amounts payables and accrued liabilities	$ 118,296	$ 27,100

Capital Management

The Company's objective in managing capital is to ensure continuity as a going-concern and to safeguard its ability to maintain its investments and continue its acquisition and exploration programs. The Company manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares and its affiliates may acquire or sell mining properties to improve its financial performance and flexibility.

The Company defines its capital as its shareholder's equity. To effectively manage the Company's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. As needed, the Company raises funds through private placements or other equity financings. The Company does not utilize long term debt as the Company does not currently generate operating revenues. There is no dividend policy.

Risks and Uncertainties

The Company's principal activity revolves around its merchant banking activities. Companies in the merchant banking business are subject to many and varied kinds of risk, including but not limited to competition from companies with larger resources and more access to capital, companies with greater depth of management, and companies with a longer track record. Fluctuations in markets may have an adverse effect on the ability of the Company to attract investment opportunities, and restrict the Company's ability to liquidate investments.

In relation to GreenBank's former subsidiary GreenCoinX Inc, the Company filed Material Change Reports on March 27, 2014 and on June 11, 2014 containing disclosures with regard to the risks of investing in cryptocurrency and a cryptocurrency business, including risks related to cryptocurrency networks, risks related to the cryptocurrency exchange market, and risk factors related to the regulation of cryptocurrencies, and such Reports are available on the GreenBank profile at www.sedar.com. Securities regulatory authorities in Canada, including the Ontario Securities Commission, have yet to determine the impact of an investment product that invests in cryptocurrencies, including whether or not cryptocurrencies constitute a suitable asset class for retail investors. There is no guarantee that the GreenCoinX software will be utilized in the market, and if utilized will be successful. On September 8, 2017 the Company distributed its ownership of XGC Software Inc, the parent company of GreenCoinX Inc, to the shareholders of the Company pursuant to a plan of arrangement, and the Company has no further interest in GreenCoinX Inc.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other merchant banking or investment companies, and consequently, the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

Management's Responsibility for Financial Statements

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the audited consolidated financial statements.

Trends

Trends in the industry can materially affect how well any merchant banking company is performing. Company management believes that the general environment for merchant banking companies is strong, and will continue to be so for the foreseeable future, as the Company believes and assumes that the demand and need for small companies to raise funds, complete merger and acquisitions, and become publicly listed will continue.

Outlook

In Company managements' opinion, the long term outlook for merchant banking continues to be positive and this is reflected in the Company's ongoing activity.

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding the Company's expectation of future trends in merchant banking and the Company's other future plans and objectives are forward-looking statements that involve various risks and uncertainties. The material factors and assumptions that management has used to determine such forward-looking statements include, without limitation, (1) estimates of stock-based compensation expense (2) expectations of industry trends and (3) expectations of future funding. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with merchant banking, mergers and acquisitions activities, investment portfolio risk, and operational and political risks.

Other

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.GreenBankCapitalInc.com, and GreenBank's profile at www.SEDAR.com