

**FORM 51-102F3  
NATIONAL INSTRUMENT 51-102**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

**Item 1.           Name and Address of Company**

GreenBank Capital Inc. (the “Company” or “GreenBank”)  
100 King Street West, Suite 5700,  
Toronto, Ontario M5X 1C7

**Item 2.           Date of Material Change**

A material change took place on April 12, 2018

**Item 3.           News Release**

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

**Item 4.           Summary of Material Change**

The Company announced that it has completed the acquisition of 19.9% of the issued share capital of Gander Exploration Inc (“Gander”), a private mineral exploration company.

**Item 5.           Full Description of Material Change**

GreenBank announced that it has completed the acquisition by GreenBank of 19.9% of the issued share capital of Gander Exploration Inc (“Gander”), for settlement of \$99,500 management fees.

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, Version 1.1*).

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.

At closing, Danny Wettreich, CEO of GreenBank will be appointed a director and Chairman of the Board of Gander. The co-founders and directors of Gander are Paul Cullingham, CEO, Larry Quinlan, President, Derrick Fancey and Donald LeDrew.

GreenBank intends to provide Gander with continuing merchant banking services, with the objective of listing Gander on the Canadian Securities Exchange in due course.

Paul Cullingham is a director of Gander and the Company. The participation by Paul Cullingham in this transaction is considered to be a related party transaction as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). A special committee established by the board of directors and consisting of an independent director determined that the related party transaction is fair and reasonable in the circumstances to the Company. Neither the Company nor the related party has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The transaction will not have an effect on the direct or indirect voting interests of the related party. The process of approving the transaction involved the appointment of a special committee, the approval of the transaction by the special committee, the consideration of the transaction by the directors with Paul Cullingham disclosing his interest, and the unanimous approval of the transaction by the directors. The special committee was comprised of one director who is independent within the meaning of MI 61-101. There are three directors who are independent within the meaning of MI 61-101. The Company has relied on sections 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement, and section 5.7(a) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction was filed at least 21 days in advance of the closing of the Agreement.

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

The material change is more fully described in the Company's news release which is attached hereto as Schedule "A" and is incorporated herein.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis in reliance on section 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

No significant information has been omitted from this Material Change Report.

**Item 8. Executive Officer**

For further information, contact Daniel Wettreich, CEO, at 647-931-9768.

**Item 9. Date of Report**

This report is dated at Toronto this 12th day of April, 2018

**GREENBANK CAPITAL INC.**

*/s/ Danny Wetreich*

Per: \_\_\_\_\_  
Danny Wetreich, CEO

**SCHEDULE A**



This news release is not for distribution or dissemination in the United States of America

## **GREENBANK COMPLETES ACQUISITION OF 19.9% OF GANDER EXPLORATION**

Toronto, Ontario, April 12, 2018 – GreenBank Capital Inc. (CSE: GBC and OTCMKTS: GRNBF and FRA; 2TL) ("GreenBank or the Company") announces that it has completed the previously announced acquisition of 19.9% of the issued share capital of Gander Exploration Inc ("Gander") for settlement of \$99,500 management fees.

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, Version 1.1*).

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.

GreenBank intends to provide Gander with continuing merchant banking services, with the objective of listing Gander on the Canadian Securities Exchange in due course.

Paul Cullingham is a director of Gander and the Company. The participation by Paul Cullingham in this transaction is considered to be a related party transaction as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). A special committee established by the board of directors and consisting of an independent director determined that the related party transaction is fair and reasonable in the circumstances to the Company. Neither the Company nor the related party has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The transaction will not have an effect on the direct or indirect voting interests of the related party. The process of approving the transaction involved the appointment of a special committee, the approval of the transaction by the special committee, the consideration of the transaction by the directors with Paul Cullingham disclosing his interest, and the unanimous approval of the transaction by the directors. The special committee was comprised of one director who is independent within the meaning of MI 61-101. There are three directors who are independent within the meaning of MI 61-101. The Company has relied on sections 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement, and section 5.7(a) of MI 61-101 for an exemption from the minority shareholder approval requirements. A material change report in respect of the related party transaction was filed at least 21 days in advance of the closing of the Agreement.



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

### **About GreenBank**

GreenBank is a merchant banking business listed on the Canadian Securities Exchange (trading symbols CSE: GBC and OTCMKTS: GRNBF and 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 13 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; 19.62% of Minfocus Exploration Corp (TSXV: MFX), a mineral exploration company; and 19.9% of Gander Exploration Inc, a minerals exploration company with interests in Newfoundland, Canada.

For more information please see <https://www.GreenBankCapitalinc.com> or contact Daniel Wettreich at (647) 931 9768 or by email [dw@GreenBankCapitalinc.com](mailto:dw@GreenBankCapitalinc.com)

**Forward-Looking Information:** This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of GreenBank Capital Inc., the raising of additional capital and the future development of the businesses comprising GreenBank's investment portfolio. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because GreenBank can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and GreenBank disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.