

**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 May 8, 2018

Item 3. News Release

On May 8, 2018 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that its board of directors has approved a proposal to distribute to its shareholders a percentage of its shareholding in three of its portfolio companies, Ubique Minerals Limited (“Ubique”), Buchans Wileys Exploration Inc, (“Buchans Wileys”) and Gander Exploration Inc (“Gander”). All shareholders of record on the distribution Record Date of June 4, 2018 will receive the dividend.

Item 5. Full Description of Material Change

GreenBank announced that its board of directors has approved a proposal to distribute to its shareholders a percentage of its shareholding in three of its portfolio companies, Ubique Minerals Limited (“Ubique”), Buchans Wileys Exploration Inc, (“Buchans Wileys”) and Gander Exploration Inc (“Gander”). All shareholders of record on the distribution Record Date of June 4, 2018 will receive the dividend.

After the distribution, GreenBank will continue to hold approximately 15% of Ubique and Buchans Wileys, and 10% of Gander in its portfolio as long-term investments. The distribution will be transacted by way of a statutory plan of arrangement (the “Plan of Arrangement”) under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, GreenBank will distribute 6,000,000 common shares of Ubique, 2,000,000 common shares of Buchans Wileys, and 495,000 common shares of Gander, to holders of common shares of GreenBank on the Record Date. For every one GreenBank common share on the Record Date, shareholders will receive 0.2238 common share of Ubique, 0.0746 of common share in Buchans Wileys, and 0.01846 common share of Gander. Shares will be rounded to the nearest whole share.

The Annual and Special Meeting (“Meeting”) of GreenBank shareholders will be held on July 19, 2018 at which, among other things, the shareholders will be asked to vote on a special resolution approving the Plan of Arrangement. The distribution would be completed shortly thereafter, subject to the receipt of all necessary approvals. The share distribution Record Date, and the Record Date for determining shareholders entitled to receive notice of and vote at the Meeting, is June 4, 2018. The dividend distribution is subject to numerous conditions including shareholder and court approval, and completion of all regulatory filings. In due course, Ubique, Buchans Wileys, and Gander intend to apply for listing their shares on the Canadian Securities Exchange, although there is no guarantee that such applications will be approved.

About Ubique. Ubique is a zinc exploration company which owns 108 claims located in the Daniel's Harbour area in Newfoundland, Canada, 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, the highlight of which was a true width intersection of 13.6% Zinc over 39.9ft including 17.43% Zinc over 28.2 ft. 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*). Ubique's claims are adjacent to 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. 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 pages*). More information on Ubique is available on its website www.ubiqueminerals.com and on GreenBank's SEDAR profile.

About Buchans Wileys. Buchans Wileys is a private exploration company with mineral properties in Newfoundland, of which GreenBank owns 27%. Buchans Wileys flagship property consists of 48 claims located approximately 4 km southwest 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*). Buchans Wileys recently completed a NI43-101 Report which recommends an ongoing exploration program of a two phase 2,000m drilling program in the total amount of \$330,000. Phase 1 in the amount of \$40,000 would comprise a detailed data review and compilation, re-logging and re-sampling of historic core, further review of the recent airborne survey, establishment of exploration grids, mapping, and geochemical assays. Phase 2 in the amount of \$290,000 would comprise of a 2,000m diamond drill program targeting existing targets and any new targets identified in Phase 1. The Report was prepared by Elliott M. Stuckless, P.Geol for Buchans Wileys. A copy of the Report titled "Technical Report on the Buchans Wileys Property" has been filed on SEDAR under GreenBank's profile, and on Buchans Wileys website at www.buchanswileys.com .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. More information about Buchans Wileys is available on its website www.buchanswileys.com and on GreenBank's SEDAR profile.

About Gander. The principal property of Gander is the Cripple Creek Property in Newfoundland, comprising 65 claims located 25km north of the town of Gander. copper and 0.16 g/t of Gold. 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. More information about Gander is available on GreenBank's SEDAR profile.

Roland Crossley, P.Geol., 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 8th day of May, 2018

GREENBANK CAPITAL INC.

/s/ Danny Wettreich

Per: _____

Danny Wettreich, CEO

SCHEDULE A

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

GREENBANK TO DIVIDEND SHARES IN UBIQUE, BUCHANS WILEYS, AND GANDER

Toronto, Ontario, May 8, 2018 – GreenBank Capital Inc. (CSE: GBC and OTCMKTS: GRNBF and FRA; 2TL) ("GreenBank or the Company") announces that its board of directors has approved a proposal to distribute to its shareholders a percentage of its shareholding in three of its portfolio companies, Ubique Minerals Limited ("Ubique"), Buchans Wileys Exploration Inc, ("Buchans Wileys") and Gander Exploration Inc ("Gander"). All shareholders of record on the distribution Record Date of June 4, 2018 will receive the dividend.

After the distribution, GreenBank will continue to hold approximately 15% of Ubique and Buchans Wileys, and 10% of Gander in its portfolio as long-term investments. The distribution will be transacted by way of a statutory plan of arrangement (the "Plan of Arrangement") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Plan of Arrangement, GreenBank will distribute 6,000,000 common shares of Ubique, 2,000,000 common shares of Buchans Wileys, and 495,000 common shares of Gander, to holders of common shares of GreenBank on the Record Date. For every one GreenBank common share on the Record Date, shareholders will receive 0.2238 common share of Ubique, 0.0746 of common share in Buchans Wileys, and 0.01846 common share of Gander. Shares will be rounded to the nearest whole share.

The Annual and Special Meeting ("Meeting") of GreenBank shareholders will be held on July 19, 2018 at which, among other things, the shareholders will be asked to vote on a special resolution approving the Plan of Arrangement. The distribution would be completed shortly thereafter, subject to the receipt of all necessary approvals. The share distribution Record Date, and the Record Date for determining shareholders entitled to receive notice of and vote at the Meeting, is June 4, 2018. The dividend distribution is subject to numerous conditions including shareholder and court approval, and completion of all regulatory filings. In due course, Ubique, Buchans Wileys, and Gander intend to apply for listing their shares on the Canadian Securities Exchange, although there is no guarantee that such applications will be approved.

About Ubique. Ubique is a zinc exploration company which owns 108 claims located in the Daniel's Harbour area in Newfoundland, Canada, 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, the highlight of which was a true width intersection of 13.6% Zinc over 39.9ft including 17.43% Zinc over 28.2 ft. 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*). Ubique's claims are adjacent to 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. 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 pages*). More information on Ubique is available on its website www.ubiqueminerals.com and on GreenBank's SEDAR profile.

About Buchans Wileys. Buchans Wileys is a private exploration company with mineral properties in Newfoundland, of which GreenBank owns 27%. Buchans Wileys flagship property consists of 48 claims located approximately 4 km southwest 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*). Buchans Wileys recently completed a NI43-101 Report which

recommends an ongoing exploration program of a two phase 2,000m drilling program in the total amount of \$330,000. Phase 1 in the amount of \$40,000 would comprise a detailed data review and compilation, re-logging and re-sampling of historic core, further review of the recent airborne survey, establishment of exploration grids, mapping, and geochemical assays. Phase 2 in the amount of \$290,000 would comprise of a 2,000m diamond drill program targeting existing targets and any new targets identified in Phase 1. The Report was prepared by Elliott M. Stuckless, P.Geo for Buchans Wileys. A copy of the Report titled "Technical Report on the Buchans Wileys Property" has been filed on SEDAR under GreenBank's profile, and on Buchans Wileys website at www.buchanswileys.com. 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. More information about Buchans Wileys is available on its website www.buchanswileys.com and on GreenBank's SEDAR profile.

About Gander. The principal property of Gander is the Cripple Creek Property in Newfoundland, comprising 65 claims located 25km north of the town of Gander. 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. More information about Gander is available on GreenBank's SEDAR profile.

Roland Crossley, P.Geo., 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; 52% of Blockchain Evolution Inc, owners of the world's first identification based blockchain; 12% 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 Minifocus Exploration Corp (TSXV: MFX), a mineral exploration company; and 19.9% of Gander Exploration, a minerals exploration company in Newfoundland, Canada.

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

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

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