

**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 August 13, 2018

Item 3. News Release

On August 13, 2018 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

GreenBank announced that it has completed its previously announced distribution to GreenBank shareholders of dividends of common shares in three GreenBank portfolio companies Ubique Minerals Limited (“Ubique”), Buchans Wileys Exploration Inc (“Buchans Wileys”), and Gander Exploration Inc (“Gander”). Ubique, Buchans Wileys and Gander are now reporting companies in British Columbia and Alberta.

Item 5. Full Description of Material Change

GreenBank announced that it has completed its previously announced distribution to GreenBank shareholders of dividends of common shares in three GreenBank portfolio companies Ubique Minerals Limited (“Ubique”), Buchans Wileys Exploration Inc (“Buchans Wileys”), and Gander Exploration Inc (“Gander”). Ubique, Buchans Wileys and Gander are now reporting companies in British Columbia and Alberta.

Final court approval for the Plan of Arrangement was obtained on August 2, 2018. Pursuant to the terms of the Plan of Arrangement, for every one GreenBank common share on the Record Date of June 4, 2018, shareholders received 0.16413 common share of Ubique, 0.08206 of common share in Buchans Wileys, and 0.01846 common share of Gander. Shares were rounded to the nearest whole share. 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.

Ubique has applied to list Ubique common shares on the Canadian Securities Exchange (“CSE”). Buchans Wileys and Gander intend to apply for listing their shares on the CSE in due course. There is no guarantee that such applications will be approved.

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 13th day of August, 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 COMPLETES DIVIDEND DISTRIBUTION

Toronto, Ontario, August 13, 2018 – GreenBank Capital Inc. (CSE: GBC and OTCMKTS: GRNBF and FRA; 2TL) ("GreenBank or the Company") announces that it has completed its previously announced distribution to GreenBank shareholders of dividends of common shares in three GreenBank portfolio companies Ubique Minerals Limited ("Ubique"), Buchans Wileys Exploration Inc ("Buchans Wileys"), and Gander Exploration Inc ("Gander"). Ubique, Buchans Wileys and Gander are now reporting companies in British Columbia and Alberta.

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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 16 small cap businesses, namely; 52% of Blockchain Evolution Inc, owners of the world's first identification based blockchain, and developers of Xbook a user permissioned and revenue sharing social media platform; 10% of The Lonsdale Group LLC, a USA based private equity company focused on small cap investments; 15% 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; 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; 15% 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; 10% of Gander Exploration, a minerals exploration company in Newfoundland, Canada; 100% of Cannabis Blockchain Inc, developers of a digital information management system for the cannabis industry; 100% of Expatriate Assistance Services Inc, providing relocation services to expatriates; and 50% of GBC Grand Exploration Inc, 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 dww@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.