

# GREENBANK CAPITAL INC.

100 King Street West, Suite 5700, Toronto, Ontario, M5X 1C7

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual Meeting of Shareholders (the “**Meeting**”) of GreenBank Capital Inc. (the “**Company**”) will, recognizing the widespread cancellation of public events for the protection of individuals and public safety in the face of the ongoing COVID-19 pandemic, be held virtually online on **June 17, 2021 at 10:30AM EST** for the following purposes:

### **The meeting can be accessed at [www.agmconnect.com/GreenBank2021](http://www.agmconnect.com/GreenBank2021)**

1. To receive the audited financial statements of the Company for the financial year ended July 31, 2020;
2. To elect directors of the Company for the ensuing year as identified in the Management Information Circular dated May 17, 2021;
3. To re-appoint Dale Matheson Carr-Hilton LaBonte LLP auditors as auditors for the Company and to authorize the board of directors to fix their remuneration;
4. To pass an ordinary resolution to ratify and approve the adoption of the Company’s Stock Option Plan, as described in the accompanying management information circular (the “Circular”);
5. To pass an ordinary resolution to ratify and approve the adoption of the Company’s Restricted Share Unit Plan, as described in the accompanying Circular;
6. To attend a presentation by management of the Company; and
7. To transact such other business as may properly come before the Meeting, or at any adjournment thereof. Accompanying this Notice of Meeting is the Circular, a form of proxy (the “Proxy”) and a supplemental mailing card. The Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Circular is deemed to form a part of this Notice of Meeting.

The full texts of the above-described resolutions and disclosure of the items to be voted upon can be found in the Information Circular section titled “Particulars of Matters To Be Acted Upon”.

**The Board has determined that Shareholders registered on the books of the Company at the close of business on May 14, 2021 are entitled to notice of the Meeting and to vote at the Meeting. This Notice and accompanying materials have been sent to each director of the Company and each Shareholder entitled to receive Notice of the Meeting.**

The Meeting Materials are available online at [www.greenbankcapitalinc.com](http://www.greenbankcapitalinc.com) and will remain on the website for one full year following the Meeting. The Meeting Materials will also be available under the Company’s profile on SEDAR (the System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com).

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Company’s transfer agent, **Reliable Stock Transfer Inc.**, by email to [info@reliablestocktransfer.com](mailto:info@reliablestocktransfer.com), or by mail to 100 King St W #5700, Toronto, ON M5X 1C7, Attn: Proxy Department, no later than **not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof, or must be given to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.**

WE ENCOURAGE SHAREHOLDERS TO VOTE IN ADVANCE OF THE MEETING, EITHER BY PROXY OR BY VOTING INSTRUCTION FORM, AS DESCRIBED BELOW AND ELSEWHERE IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

If you are a non-registered shareholder (for example, if you hold shares of the Company in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.

The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

**VOTING - Shareholders of the Company who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the enclosed envelope. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the Company's registrar and transfer agent, Reliable Stock Transfer Inc., not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting or any adjournment thereof, or must be given to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.**

Shareholders can access the meeting materials on [www.SEDAR.com](http://www.SEDAR.com) under the Company's profile or at [www.agmconnect.com/Greenbank2021](http://www.agmconnect.com/Greenbank2021)

**DATED** at Toronto, Ontario, May 15, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*"Mark Wettreich"* (signed)

**Mark Wettreich,**

**Chairman and Director**