

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 General & Special Meeting of Shareholders (the “Meeting”) of GreenBank Capital Inc. (the “Company”) will be held virtually online on **July 29, 2022 at 11:30AM EST** for the following purposes:

The meeting can be accessed at www.agmconnect.com/GreenBank2022

1. To receive the audited financial statements of the Company for the financial year ended July 31, 2021;
2. To elect directors of the Company for the ensuing year as identified in the Management Information Circular dated June 28, 2022;
3. To affirm and appoint PKF Littlejohn LLP 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 pass a Special Resolution authorizing and approving an amendment to the Company’s Articles to effect a change of the Company’s name to any such name as the board of directors of the Company in its discretion may resolve and as may be acceptable to applicable regulatory authorities.
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 June 20, 2022 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.agmconnect.com/greenbank2022 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.

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 AGM Connect, by email to vote@agmconnect.com, by mail to 401 Bay Street, Suite 2704, Toronto ON, M5H 2Y4 using the enclosed envelope, or by voting electronically via <https://app.agmconnect.com>, 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 and valid email address 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 AGM Connect, 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 under the Company's profile or at www.agmconnect.com/Greenbank2022

DATED at Toronto, Ontario, June 28, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Mark Wettreich" (signed)
Mark Wettreich,
Chairman and Director