

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

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102
(AMENDED AND UPDATED)**

FILED VIA SEDAR

Item 1. Name and Address of Company

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

Item 2 Date of Material Change

Material changes took place on August 1, 2022 and August 2, 2022.

Item 3. News Release

The Company released a news release through the facilities of AccessWire on August 3, 2022.

Item 4. Summary of Material Change

On August 1, 2022, GreenBank agreed to acquire a loan of £4.975m (C\$7.71m) made by Presthurst Limited to Staminier Limited (“Staminier”) plus interest accrued to that date in the aggregate amount of C\$822,400 and accruing in the amount of C\$51,700 per month (the “Loan Purchase Transaction”). The loan carries a 100% premium of C\$7,710.00 if not repaid or converted by March 2024. The consideration for the acquisition will be paid for by the issuance to the vendors of 20,700,000 GreenBank common shares from the treasury of GreenBank.

On August 2, 2022, the Issuer received notice on behalf of Staminier shareholders of the exercise the put option granted to the Staminier shareholders in March 2020, and which is due to expire in September 2022, in relation to 29.5% of the issued ordinary share capital of Staminier Limited.

Item 5. Full Description of Material Changes

On August 1, 2022, GreenBank agreed to acquire a loan of £4.975m (C\$7.71m) made to Staminier by Presthurst Limited plus interest accrued to that date in the aggregate amount of C\$822,400 and accruing in the amount of C\$51,700 per month (the “Loan Purchase Transaction”). The loan carries a 100% premium of C\$7,710.00 if not repaid or converted by March 2024. The consideration for the acquisition was paid for by the issuance to the vendor of 20,700,000 GreenBank common shares from the treasury of GreenBank.

That number of shares represents a very small (approximately 0.5%) premium to the number of convertible notes (each convertible into one Common Share) that it was agreed (pursuant to the agreement by which Substantia Limited was acquired by Staminier) that the Company would issue

if it were to acquire interests in the loan. At the closing price of the Company's shares on 29 July 2022, the last trading day before the acquisition of the loan was agreed, of \$0.455, the consideration shares had a value of \$9,418,500. At that date the principal amount of the loan had a value \$7,741,598 and the interest accrued at that date had a value of \$822,400, totaling \$8,563,998.

Pursuant to a Participation Agreement between the (1) vendor, (2) Substantia Acquisitions Ltd (a corporation wholly owned by Terry Pullen, CEO of the Company and a director of Staminier) and (3) Slievemara Consulting Limited, a corporation wholly owned by Richard Beresford, a director of the Company and a shareholder in Staminier, from this consideration:

- (a) Substantia Acquisitions Ltd. received 20,138,292 common shares; and
- (b) Slievemara Consulting Limited received 332,864 common shares.

Immediately prior to completion the Loan Purchase Transaction, the issued share capital of the Company consisted of 92,567,407 common shares, of which:

- (a) Terry Pullen held 350,000 common shares of the Company, representing 0.38% of the issued share capital of the Company;
- (b) Substantia Acquisitions Limited owned no common shares of the Company;
- (c) Richard Beresford held 2,531,054 common shares of the Company, representing 2.73% of the issued share capital of the Company; and
- (d) Slievemara Consulting Limited owned no common shares of the Company

On closing, Substantia Acquisitions Ltd owned 20,138,292 common shares of the Company, representing 17.78% of the issued capital of the Company as it was immediately after completion of the Loan Purchase Transaction. The combined holding of Substantia Acquisitions Ltd. and Terry Pullen immediately after completion of the Loan Purchase Transaction was 20,488,292, representing 18.09% of the issued share capital of the Company as it was after such completion.

On closing, Slievemara Consulting Ltd owned 332,864 common shares of the Company. The combined holding of Slievemara Consulting Ltd and Richard Beresford immediately after completion of the Loan Purchase Transaction was 2,863,918, representing 2.53% of the issued share capital of the Company at that point.

No Formal Valuation was required for the Loan Purchase Transaction due to the fact that the exemption set out in section 5.5 (e) (Transaction Supported by Arm's Length Control Person) of MI 61-101 applies. The transaction is supported by Mark and Zara Wettreich who, together, on 1 August 2022 (when the transaction was agreed) held 29% of the issued share capital of the Company and were together a Control Person. Neither of them is an interested party and they are at arm's length to Richard Beresford, Slievemara Consulting, Terry Pullen and Substantia Acquisitions Limited.

Similarly, no minority approval was required for the Loan Purchase Transaction due to the fact that the exemption set out MI 61-101 section 5.7(1)(c) (Other Exemptions Exempt from Formal Valuation) applies due to the fact that the circumstances set out in paragraph (e) of Section 5.5 apply.

In addition, the Issuer received notice on August 2, 2022 on behalf of 159 Staminier shareholders

of the partial exercise of the put option granted to the Staminier shareholders in March 2020. The Put Option was due to expire in September 2022 but has since been extended to March 31, 2023.

Pursuant to the partial exercise of the put option, , the Company previously advised in its News Release of August 3, 2022 that the Staminier shareholders were to receive 31,972,611 Special Shares of the Company. The Company has decided to not issue Special Shares in respect of this Put Option Exercise Transaction and has issued common shares instead, some of which have been placed in escrow. Only 31,848,428 of those common shares have been issued to date.

The original terms of the Put Option provided for the consideration to consist of 31,972,611 convertible loan notes of the Company (each convertible into one common share), but this presented a technical difficulty in that the original agreement did not specify a nominal value for the loan notes making it impossible to issue the convertible notes as anticipated. The reason why convertible notes had been decided upon in the first place (as opposed to simply issuing shares) was to enable the policing of the percentage of the company that would be held by Staminier shareholders as a result of the exercise of the Put Option. The board was subsequently advised that the same control could be achieved using special shares, or common shares and an escrow arrangement. In light of those two facts, it was decided first to use special shares convertible into common shares and then, ultimately, it was decided to simply issue common shares with the requisite number being held in escrow to achieve the control sought.

Immediately prior to completion the Put Option Exercise Transaction, the issued share capital of the Company consisted of 60,718,979 common shares.

Prior to the exercise of the Put Option, Steve O Carroll, a director of the Company and also of Staminier, held 509,909 common shares of the Company, representing 0.84% of the issued share capital of the Company as it was immediately prior to the closing of the transaction. Immediately after the closing of the Put Option Exercise Transaction, Steve O'Carroll held 790,163 common shares of the Company, representing 0.85% of the issued share capital of the Company as it was immediately after completion of the transaction. In light of the foregoing, the Company does not consider this change of percentage to be a material change to the shareholdings of Steve O'Carroll.

Immediately prior to the exercise of the Put Option, Richard Beresford, a director of the Company, held 1,045,300 common shares of the Company, representing 1.72% of the issued share capital of the Company as it was immediately prior to the closing of the transaction. Immediately after the closing of the Put Option Exercise Transaction, Richard Beresford held 2,530,054 common shares of the Company, representing 4.17% of the issued share capital of the Company as it was immediately after completion of the transaction. In light of the foregoing, the Company does not consider this change of percentage to be a material change to the shareholdings of Richard Beresford.

The Put Option Exercise Transaction was approved by the Board of Directors of the Company in March 2020 and was also approved by shareholders of the Company at a General and Special Meeting of Shareholders held on July 28, 2020. At the time of the Board Approval of Put Option, none of the Directors of the Company were Interested or Related parties in respect of the aforesaid

Transaction. The Board of Directors approved the Put Option Exercise Transaction after given due consideration to the Company's requirements at the time for both new capital and deal flow. Pete Wanner, an independent Director of the Company, reviewed the Put Option Exercise Transaction with a view to the best interests of the Company.

The market capitalization of the Company at the close of business on 29 July 2022 (being the last business day of the calendar month preceding the calendar month in which the Put Option Exercise Transaction was agreed) was \$19,703,308.69 (being 60,718,979 common shares at a price of \$ C\$0.3245).

On closing of the Put Option Exercise Transaction, a total of 1,765,008 common shares of the Company were issued to Steve O Carroll and Richard Beresford.

The value of the those shares at close of business on the at the close of business on the last trading day before the date the transaction was agreed (29 July 2022) was \$572,745.10. That represents 2.91% of the Company's market capitalization.

The value of the Staminier shares acquired from Steve O'Carroll and Richard Beresford is in the view of the board no greater than the value of the consideration shares issued to them and therefore represents no more than 2.91% of the Company's market capitalization.

The Company has determined theretofore that the value of the aforesaid Transaction does not exceed 25% of the market capitalization of the Company, and that therefore the exemptions set out in MI 61 -101 section 5.5(a) (Fair Market Value Not More than 25% of Market Capitalization) and 5.7(1)(a) (Fair Market Value Not More than 25% of Market Capitalization) apply so as to obviate the need to produce a formal valuation or obtain minority approval in relation the Put Option Exercise Transaction.

These transactions are subject to the approval of the Canadian Securities Exchange.

The Company confirms that there are no prior valuations in respect of the Company that relate to the subject matter of or is otherwise relevant to the Loan Purchase Transaction or the Put Option Exercise Transaction that have been made in the 24 months before the date of the material change report and the existence of which is known, after reasonable inquiry, to the Company or to any director or senior officer of the Company.

A special committee established by the board of directors and consisting of Peter Wanner, independent director, determined that the terms of each of the Loan Purchase Transaction and the Put Option Transaction is fair and reasonable in the circumstances for the Company. In particular, the Company believes that the Loan Purchase Transaction will materially improve the Company's balance sheet and removes a substantial net liability owed by the Company to Staminier. In addition, the Company believes that the Loan Purchase Transaction will significantly improve the Company's profitability. 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.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Terry Pullen, CEO; Email: Terry@GreenBankCapitalInc.com

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Item 9. Date of Amended Report

October 19, 2022