

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 **October 11, 2023 at 11:30AM EST** for the following purposes:

The meeting can be accessed at www.agmconnect.com/GreenBank2023

1. To receive the audited financial statements of the Company for the financial year ended July 31, 2022.
2. To elect directors of the Company for the ensuing year as identified in the Management Information Circular dated September 8, 2023.
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 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 August 21, 2023 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.

NOTICE-AND-ACCESS

You are receiving this notification as GreenBank Capital Inc. (the “Company”) has decided to use the notice and access model (“Notice and Access”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to the Corporation’s annual general & special meeting of shareholders to be held on Wednesday, October 11, 2023 (the “Meeting”), instead of receiving paper copies of the Corporation’s management information circular, audited annual consolidated financial statements and MD&A for the year ended July 31, 2022 and other meeting materials (the “Meeting Materials”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Corporation’s printing and mailing costs.

The Meeting Materials are available online at www.agmconnect.com/greenbank2023 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.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered and Beneficial Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Meeting materials are posted on www.agmconnect.com/greenbank2023 and on www.sedar.com. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 855-839-3715 or +1 (416) 222-4202.

In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on September 26, 2023.

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/Greenbank2023

Once the formal meeting is officially concluded, GreenBank's management will give a presentation on the current affairs of the company.

DATED at Toronto, Ontario, September 8, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Vilhjalmur Thor Vilhjalmsson" (signed)

Vilhjalmur Thor Vilhjalmsson,

Chairman and CEO