

FORM 11**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**Name of CNSX Issuer: GreenBank Capital Inc. (the "Issuer").Trading Symbol: GBCDate: January 3, 2017**1. New Options Granted:**Date of Grant: January 3, 2017

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. Of Optioned Shares	Exercise Price	Expiry Date	No. Of Options Granted in Past 12 Months
David Lonsdale	Director	Yes	330,000	\$0.06	January 3, 2019	Nil
Rares Pateanu	Director	Yes	100,000	\$0.225	January 3, 2019	100,000

Total number of optioned shares proposed for acceptance: 430,000.**2. Other Presently Outstanding Options: 1,020,000**

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Mark Wettreich	120,000	\$0.25	May 30, 2013	May 30, 2018
Mark Wettreich	80,000	\$0.25	January 1, 2014	May 30, 2018
Paul Cullingham	150,000	\$0.125	June 1, 2015	June 1, 2017
Peter Wanner	150,000	\$0.125	June 1, 2015	June 1, 2017
David Lonsdale	100,000	\$0.125	June 1, 2015	June 1, 2017

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

November 14, 2008

Page 1

Frontier Consulting Inc	200,000	\$0.30	April 4, 2016	April 4, 2017
Paul Cullingham	100,000	\$0.225	June 16, 2016	June 16, 2018
Ryan Hunter	60,000	\$0.225	June 16, 2016	June 16, 2018
Rares Pateanu	100,000	\$0.225	June 16, 2016	June 16, 2018

- (1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. *May 27, 2016*
- (b) State the date of the news release announcing the grant of options. *January 3, 2016*
- (c) State the total issued and outstanding share capital at the date of grant or amendment. *Total Issued and outstanding shares at the date of this grant is 14,502,460*
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. *9.99%*
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. *246*
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. *N/A*
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. *N/A*

3. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1)
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 3, 2017

Daniel Wettreich
Name of Director or Senior Officer

/s/ Daniel Wettreich
Signature

Chief Executive Officer
Official Capacity