

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: GreenBank Capital Inc. (the "Issuer").

Trading Symbol: GBC

Date: February 25, 2021

1. New Options Granted:

Date of Grant: February 22, 2021

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
Mark Wettreich	Director	Yes	300,000	\$0.45	2/22/2024	300,000
Peter Wanner	Director	Yes	200,000	\$0.45	2/22/2024	200,000
David Lonsdale	Director & Officer	Yes	300,000	\$0.45	2/22/2024	300,000
Alexander Wettreich	Director	Yes	200,000	\$0.45	2/22/2024	200,000
Miles Nagamatsu	Officer	Yes	400,000	\$0.45	2/22/2024	400,000
Robert Isles	Consultant	No	150,000	\$0.45	2/22/2024	150,000
Richard Beresford	Director	Yes	350,000	\$0.45	2/22/2024	350,000
Terry Pullen	Director	Yes	350,000	\$0.45	2/22/2024	350,000
PHK Investments LLC	Consultant	No	450,000	\$0.45	2/22/2024	450,000
Sir Bob Neil	Consultant	No	100,000	\$0.45	2/22/2024	100,000
Sadie Bossom	Consultant	No	100,000	\$0.45	2/22/2024	100,000

Total Number of optioned shares proposed for acceptance: 2,900,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Mark Wettreich	600,000	\$0.30	February 4, 2020	February 4, 2023
Peter Wanner	480,000	\$0.30	February 4, 2020	February 4, 2023
David Lonsdale	330,000	\$0.30	February 4, 2020	February 4, 2023
Alexander Wettreich	330,000	\$0.30	February 4, 2020	February 4, 2023
Gaurav Singh	330,000	\$0.30	February 4, 2020	February 4, 2023

(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.

The Company's Stock Option Plan was approved by shareholders at the Company's April 8, 2020 Annual General Meeting

- (b) State the date of the news release announcing the grant of options.

February 22, 2021

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

As at February 22, 2021, 50,065,128 issued and outstanding shares

- (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.

9.93%

- (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.

As at February 22, 2021 36,512 shares remain reserved for issuance under the plan

- (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.

Not Applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None

4. Certificate of Compliance

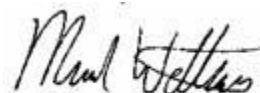
The undersigned hereby certifies that:

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 the Exchange 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 Exchange 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 **February 25, 2021**.

Mark Wettreich

Name of Director or Senior
Officer



Signature

Chairman & Director

Official Capacity

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