

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Greenbank Capital Limited (the "Issuer").	GBC
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Date: **November 16, 2023** Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: **123,771,001**.

Pricing

Date of news release announcing proposed issuance: **October 17, 2023** or

Date of confidential request for price protection: **Not Applicable**

Closing Market Price on Day Preceding the news release: **\$0.025** or

Day preceding request for price protection: **Not Applicable**

Closing

Number of securities to be issued: **3,000,000**

Issued and outstanding securities following issuance: **126,771,001**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement: Not Applicable

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons – Not Applicable

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: **Not Applicable** .
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **Purchase of property** .
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
- If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
- Description of securities to be issued: _____

- (a) **Class: Common Shares** _____ .
- (b) **Number 3,000,000** _____ .
- (c) **Price per security \$0.05** _____ .
- (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued: **Not Applicable**
- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .
- _____ .
- (c) Exercise price _____ .
- (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued: **Not Applicable**
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .

- (e) Expiry date of warrants _____ .
- (f) Exercise price of warrants _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
Not Applicable _____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
Shares issued for services _____ .
11. State whether the private placement will result in a change of control.
No _____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. Not Applicable _____

 _____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.
 Yes.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Suni Iron Property is in the Onaman Iron Range of Ontario, Canada approximately 160km north of Lake Superior and 50km east of Lake Nipigon. The Property consists of an area of approximately 11.5km or 1,155 hectares, comprised of 6 block claims totalling 71 mining claim units.

The Onaman Iron Ranges have had a long history of exploration and drilling starting in the early 1900s. They were first located and examined in 1904, when survey crews of the National Transcontinental Railway started the survey for a railway line. In 1906 and 1907, iron prospects were discovered and staked. Discovery of the iron prospects led to a rush by prospectors into the area. In 1951, following completion of an airborne magnetometer survey by Kennco Limited, several companies acquired ground and obtained patents or leases covering most of the known Onaman Iron Range deposits of the northern and southern range by staking and/or by option. Between 1958 and 1961 Can-Fer Mines Limited (Can-Fer) drilled a total of 47 diamond drillholes on the Suni Iron property.

The Company is in possession of historic data and valuation report dated 26th October 2022 by Evans & Evans, Inc., and a NI 43-101 technical report by Tetra Tech dated March 2011 that has been executed in accordance with the Canadian Institute of Mines (CIM) guidelines provided in NI 43-101, standards of Disclosure for Mineral Projects, dated December 23, 2005. The Company expects to issue a separate technical detailed press release in due course.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Company announced that on 9th October 2023 it has signed an agreement to acquire 100% of the issued shares (“the Purchased Shares”) in 1500597402 Ontario Inc., which holds the Suni Iron Ore project in Ontario Canada. This acquisition is in line with the new company strategy which is to take projects and nurture them towards exit.

by the issuance of a total of 3 million Common Shares in the capital of the Purchaser to the two sellers, Ankcorn and Isles each being issued ONE MILLION FIVE HUNDRED THOUSAND (1.5) million shares as follows:

- (a) 1,500,000 Common Shares on closing; and**
- (b) 1,500,000 Common Shares on the earlier of the date on which the Purchaser obtains an updated NI 43-101 Technical Report and 9th October 2024**

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: \$150,000_____ .
 - (b) Cash: \$0_____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____ .
 - (d) Other: 3,000,000 shares at 0.05 total \$150,000_____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
Arms length negotiation, including third party valuation reporte was available to the directors
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Evans & Evans Valuation report dated October 2022**_____
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:
Paul Ankcorn and Robert Isles 1,500,000 shares each
7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Looked up and confirmed on the Ontario minerals portal**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **Not Applicable**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .

- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .

- 9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **No commission were paid**
- 10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

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 on behalf of the Issuer.
- 2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
- 3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
- 4. 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 CSE Policy 1).
- 5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **December 6, 2022**.

Vilhjalmur Vilhjalmsson
Name of Director or Senior
Officer

sd "Vilhjalmur Vilhjalmsson"
Signature

CEO
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.