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## GreenBank Capital strongly objects to the Minfocus actions excluding 1.787 million GreenBank Capital shares from Minfocus AGM vote.

As a result, Minfocus management nominees were elected by a margin 1.2 million shares, but only AFTER excluding Greenbank's 1.787 million shares.

September 18, 2018

**Toronto, Ontario, <date>**— GreenBank Capital Inc. (CSE: GBC and OTCMKTS: GRNBF and FRA; 2TL) ("GreenBank or the Company") is appalled that Minfocus excludes 1.787 million Greenbank Shares to ensure election of management nominees

At the Annual General Meeting of Minfocus Exploration Inc. ("Minfocus") on September 17, 2018, the authorized representative (the "Representative") of Greenbank Capital Inc. ("Greenbank") was not permitted to vote 1.787 of the 2.044 million common shares of Minfocus registered in the name Greenbank Capital Inc. As a result of this exclusion, management nominees were elected by a margin 1.2 million shares, but only after excluding Greenbank's 1.787 million shares.

Prior to the meeting, Greenbank submitted an electronic proxy submission identifying the Representative as its proxy appointee. At the meeting Kenneth DeGraaf served as Chairman of the meeting (the "Chairman"). At the meeting the Chairman advised that Greenbank had two registered share positions and needed to submit two electronic proxy cards. As a result, the Chairman determined that Greenbank's Representative would only be permitted to vote the portion of Greenbank's shares linked directly to the control number on the proxy card that was submitted. The Representative objected to this determination as the proxy card received by Greenbank did not have any language limiting the appointment to only a certain portion of Greenbank's registered holdings.

The form of proxy states unequivocally that:

The undersigned hereby appoints Kenneth DeGraaf, whom failing Jody Bellefleur (the "Management Nominees"), or instead of any of them, the following Appointee \_\_\_\_\_\_\_\_ as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below."

In addition, as a hedge to ensure that Greenbank would be able to vote all of its shares held directly in its name, the Representative presented a power of attorney of Greenbank, appointing the Representative as attorney in-fact to represent Greenbank at the shareholders meeting of



Minfocus. The Chairman requested that further evidence of the Representative's authority be provided, to which a certified true copy of the text of consent resolutions of board of directors of Greenbank permitting the Representative to represent the Company at the meeting was provided. In addition, an unfiled proxy executed by the CFO and Director of Greenbank was provided as further evidence of Greenbank's intention to have its shares voted by the Representative. The Chairman rejected the power of attorney on the basis that he did not have sufficient evidence of the Company's intention to appoint the Representative.

Further, management did not permit Gerald Harper's shares to be included in the disinterested shareholder vote with respect to the creation of a new control person on the basis that Gerald Harper and Greenbank may be considered joint actors. Mr. Harper's votes if included in the disinterested total would have defeated the proposed resolution. Management submits that the disinterested vote was used to circumvent the policies of the exchange to exclude a very large block of dissenting shareholders. In addition, Greenbank's 1.787 million shares were not permitted to be voted and tabled for the purposes of submitting the majority vote totals (including interested parties) to the TSXV giving the false impression that the majority of the shareholders voted in favor of the resolution.

To summarize, the Chairman determined that 1.787 million of Greenbank's 2.044 million shares must be excluded because the following was insufficient evidence of the Representative's authority to represent Greenbank's interest with respect to those shares:

(1) An electronic proxy card submitted appointing the Representative as proxy holder for Greenbank;

to attend, act and vote for and on behalf of Greenbank to **the same extent and with the same power as if the undersigned were personally present at the said Meeting;** 

(2) A limited power of attorney appointing the Representative as Greenbank's attorney in fact to represent Greenbank at the meeting;

(3) A certificate true copy of the resolutions of Greenbank permitting the Representative to attend the meeting on Greenbank's behalf; and

(4) An unfiled additional proxy appointing the Representative signed by an officer and director of Greenbank different from the officer and director that certified the text of the resolutions.

Greenbank is appalled by the surreptitious actions of the Chairman under the guise of good faith. Management is currently discussing its options with respect to challenging the results of the meeting.

## About GreenBank

GreenBank is a merchant banking business listed on the Canadian Securities Exchange (trading symbols CSE: GBC and OTCMKTS: GRNBF and FRA: 2TL), and is included in the CSE Composite Index. GreenBank's 100% subsidiary GreenBank Financial Inc. is a merchant bank. GreenBank's portfolio companies comprise equity investments in 16 small cap businesses, namely; 52% of Blockchain Evolution Inc, owners of the world's first identification based blockchain, and developers of Xbook a user permissioned and revenue sharing social media



platform; 15% of Ubique Minerals Limited, a zinc exploration company in Newfoundland, Canada; 50% of GBC Grand Exploration Inc, a gold exploration company in Newfoundland, Canada; 100% of Medik Blockchain Inc, providing blockchain based medical confidentiality systems to the healthcare community; 100% of Cannabis Blockchain Inc, developers of a digital information management system for the cannabis industry; 19% of Kabaddi Games Inc, developers of a mobile application game based on the sport of Kabaddi; 100% of North America Veterans Insurance Services Inc, an insurance agency holding company; 19% of Inside Bay Street Corporation, a financial news communications company; 10% of Gander Exploration Inc, a minerals exploration company in Newfoundland, Canada; 10% of Reliable Stock Transfer Inc, a Canadian small cap transfer agency; 15% of Buchans Wileys Exploration Inc, a minerals exploration company with interests in Newfoundland, Canada; 10% of The Lonsdale Group LLC, a USA based private equity company focused on small cap investments; 100% of Expatriate Assistance Services Inc, providing relocation services to expatriates; 14% of Slabdeck Technology Inc, developers of a search mobile application; 12% of KYC Technology Inc, owners of a worldwide online 24-hour "Know Your Customer" identification verification process; and 18.25% of Minfocus Exploration Corp (TSXV: MFX), a mineral exploration company;

For more information please see <u>https://www.GreenBankCapitalinc.com</u> or contact Mark Wettreich at (647) 931 9768 or by email <u>mark@GreenBankCapitalinc.com</u>

**Forward-Looking Information:** This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of GreenBank Capital Inc., the raising of additional capital and the future development of the businesses comprising GreenBank's investment portfolio. The forward-looking information is based on certain key expectations and assumptions made by the company's management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because GreenBank can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and GreenBank disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

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