

## FORM 5

### QUARTERLY LISTING STATEMENT

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

Trading Symbol: GBC

#### **SCHEDULE A: FINANCIAL STATEMENTS**

*Interim Financial Statements (unaudited) of the Issuer for the nine months period ended April 30, 2017 are filed as Schedule A by way of a separate filing.*

#### **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

##### **1. Related party transactions**

*Refer to Interim Financial Statements Note.*

##### **2. Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period

*There were no securities issued during the period*

- (b) summary of options granted during the period,

*There were no options granted during the period*

##### **3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Date of Issue	Type of Security	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

- (b) number and recorded value for shares issued and outstanding,

*Refer to Interim Financial Statements.*

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

*Refer to Interim Financial Statements.*

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

*None*

**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Name of Director/Officer	Position with Issuer
<i>Daniel Wettreich</i>	<i>Director, Chairman &amp; Chief Executive Officer, Member of the Audit Committee</i>
<i>Mark Wettreich</i>	<i>Director, Vice President</i>
<i>Paul Cullingham</i>	<i>Director, Vice President</i>
<i>Peter Wanner</i>	<i>Director, Member of Audit Committee</i>
<i>David Lonsdale</i>	<i>Director</i>
<i>Ryan Hunter</i>	<i>Director, Member of the Audit Committee</i>
<i>Rares Pateanu</i>	<i>Director</i>

## SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

*Management's Discussion & Analysis for the nine months period ended April 30, 2017, are filed as Schedule C by way of a separate filing.*

### 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 Quarterly Listing Statement.
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 5 Quarterly Listing Statement is true.

Dated June 26, 2017

Daniel Wettreich  
Name of Director or Senior Officer

/s/ Daniel Wettreich  
Signature

Chairman and CEO  
Official Capacity

<b>Issuer Details</b>		For Quarter Ended	Date of Report
Name of Issuer GreenBank Capital Inc.		April 30, 2017	June 26, 2017
Issuer Address 100 King Street West, Suite 5700			
City/Province/Postal Code Toronto, Ontario, M5X 1C7		Issuer Fax No. ( )	Issuer Telephone No. (647) 931-9768
Contact Name Daniel Wettreich		Contact Position Chairman & CEO	Contact Telephone No. (647) 931-9768
Contact Email Address <a href="mailto:dw@GreenBankCapitalInc.com">dw@GreenBankCapitalInc.com</a>		Web Site Address <a href="http://www.greenbankcapitalinc.com">www.greenbankcapitalinc.com</a>	