

**EARLY WARNING REPORT  
FILED UNDER NATIONAL INSTRUMENT 62-103**

**1. Name and address of the offeror.**

Zara Wettreich (the “Offeror”)  
3225 Turtle Creek Blvd. #1628, Dallas, Texas 75287,  
United States of America

**2. The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.**

On September 21, 2020, the Offeror, who holds more than 10% of the issued and outstanding shares of GreenBank Capital, discloses that she is gifting 600,000 Common Shares of GreenBank Capital. The 600,000 common shares represent approximately 1.2% of the total number of issued and outstanding shares of GreenBank.

**3. The designation and number or principal amount of securities and the offeror's security holding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the news release.**

Upon completing the gift of 600,000 shares, the Offeror will own directly and indirectly 20,907,062 common shares of GreenBank, representing approximately 41.76% of the issued and outstanding shares of GreenBank.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (3) over which:**

- (i) **the offeror, either alone or together with any joint actors, has ownership and control,**

See paragraph 3 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Nil

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Nil

5. **The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

The common shares held by Zara Wettreich are being gifted privately without the participation of a market.

6. **The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

Nil – Gifted shares

7. **The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The purpose of this transaction is a private gift. Generally speaking, the Offeror's shares in GreenBank are held for investment purposes, and the offeror may, depending on market and other conditions, increase or decrease her beneficial ownership or control over securities of GreenBank whether through market transactions, private placements, treasury issuances, exercise of convertible securities or otherwise.

8. **The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

The Offeror gifted 600,000 common shares of GreenBank in a private transaction which includes relinquishing the voting rights of those specific shares.

9. **The names of any joint actors in connection with the disclosure required by this form.**

Not applicable.

10. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.**

The Offeror gifted 600,000 shares of GreenBank Capital. The market price on the CSE on September 21, 2020 is \$0.33CAD, suggesting a total gift market value of \$198,000CAD as of the date of the gift.

11. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied upon by the Offeror and the facts supporting the reliance.**

Not applicable.

**DATED this 21<sup>st</sup> day of September 2020**

*/s/Zara Wettreich*

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Zara Wettreich