FORM 7

MONTHLY PROGRESS REPORT

Name of CNSX Issuer: <u>GreenBank Capital Inc.</u> ("Winston").

Trading Symbol: GBC

Number of Outstanding Listed Securities: <u>25,711,457</u>

Date: August 4, 2013 (for the month of July 2013)

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

GreenBank Capital is a newly formed corporate finance investment business with special expertise and experience in creating and listing companies on the Canadian National Stock Exchange ("CNSX"). Based on the model of a British merchant bank, GreenBank takes equity positions in its clients and participates in client company decisions via board of directors positions. GreenBank facilitates



mergers and acquisitions, often participating with equity in the transactions as appropriate. GreenBank focuses primarily upon Canadian publicly listed small caps in the natural resource and mining, oil and gas, and technology sectors. GreenBank owns a natural resource investment portfolio. GreenBank became a public company listed on the CNSX during the month of April 2013.

On April 22, 2013, GreenBank announced that the Company will file a rights offering circular with the securities regulators in each of the provinces of Canada (with the exception of Quebec) in respect of a rights offering. Offering, each registered holder of common shares of the Company as of the record date of May 13, 2013 will receive one right for each share held. At the time of announcement, four rights plus the sum of \$0.015 were required to subscribe for one share. On May 28, 2013 GreenBank announced that the Rights Offering Subscription Price of \$0.015 per Rights Share has been adjusted to \$0.005 to reflect the latest trading price of the Common Shares on the CNSX. The Rights Offering Circular has been filed with the securities regulators in each of the provinces in Canada where the Company has shareholders in respect of the rights offering to raise gross proceeds of \$32,139, which will be used for general corporate purposes. Under the Offering, each registered holder of common shares of the Company as of the record date of May 13, 2013 will receive one right for each share held. Four rights plus the sum of \$0.005 are required to subscribe for one share. The Rights, which are non-transferable, will expire on a date to be announced ("The Expiry Date"), after which unexercised Rights will be void and without value. Shareholders who fully exercise their Rights may subscribe for any additional Shares not otherwise subscribed for before the Expiry Date. More details concerning the Offering and procedures to be followed by the holders of shares will be contained in the Rights Offering Circular to be mailed to holders of shares. The Offering is subject to regulatory approval and to the CNSX listing the common shares of the Company underlying the Rights.

On July 25, 2013, GreenBank announced that as a result of a review by the Ontario Securities Commission ("OSC") of its recently filed Interim Financial Statements and Management Discussion and Analysis "(MD&A"), the OSC has advised GreenBank that these filings are deficient. The OSC states that the Financial Statements incorrectly applied IFRS 3 to account for the transfer of investments under common control, did not describe compliance with IAS 34 in the notes to the Interim Financial Statements, required an expanded going concern disclosure in accordance with IAS 1, required more disclosures under IFRS 2 paragraph 44-52, and needs to correct and clarify other disclosures. The MD&A was not fully completed, needed to be more consistent throughout the MD&A, did not provide adequate discussion in accordance with Items 1.5 and 1.6 of Form 51-102F1, did not adequately disclose proposed transactions, did not have a cautionary statement that was specific to the disclosures in the MD&A, and needs to correct and clarify other disclosures. Management will address these deficiencies promptly, and correct errors identified.



2. Provide a general overview and discussion of the activities of management.

Management spent time pursuing its rights issue proposal and analyzing the available business opportunities for the company. Management is focusing its time and attention on correcting the deficiencies in its recently filed Interim Financial Statements and Management Discussion and Analysis that were noted by the Ontario Securities Commission.

Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None applicable to GreenBank during the month

- 3. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.
 - None applicable to GreenBank during the month
- 4. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.
 - None applicable to GreenBank during the month
- 5. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.
 - None applicable to GreenBank during the month
- 6. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.
 - None applicable to GreenBank during the month.
- 7. Describe the acquisition of new customers or loss of customers.
 - None applicable to GreenBank during the month



- 8. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.
 - None applicable to GreenBank during the month
- 9. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.
 - None applicable to GreenBank during the month
- 10. Report on any labour disputes and resolutions of those disputes if applicable.

 None applicable to GreenBank during the month
- 11. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.
 - None applicable to GreenBank during the month
- 12. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.
 - None applicable to GreenBank during the month.
- 13. Provide details of any securities issued and options or warrants granted.

Zero securities or options were issued by GreenBank during the month.

| Security | Number Issued | Details of Issuance | Use of Proceeds ⁽¹⁾ |
|----------|---------------|---------------------|--------------------------------|
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- (1) State aggregate proceeds and intended allocation of proceeds.
- 14. Provide details of any loans to or by Related Persons.
 - None applicable to GreenBank during the month
- 15. Provide details of any changes in directors, officers or committee members.

 None applicable to GreenBank during the month
- 16. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

If natural resource prices decline then that could have a negative effect upon the profit margins of GreenBank's investment portfolio. Management feels the current global political and economic climate is one in which the price of natural resources should strengthen over time.



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 were 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 7 Monthly Progress Report is true.

Dated August 4, 2013

Daniel Wettreich Name of Director or Senior Officer

/s/ Danny Wettreich
Signature
Chief Executive Officer
Official Capacity

| Issuer Details | For Month | Date of Report | | |
|----------------------------------|-----------------------------|-----------------------|--|--|
| Name of Issuer | End | 2/2 / /2 2 / 2 | | |
| GreenBank Capital Inc. | July 2013 | 8/04/2013 | | |
| <u> </u> | | | | |
| Issuer Address | | | | |
| | | | | |
| 208 Queens Quay West, Suite 2506 | | | | |
| City/Province/Postal Code | Issuer Fax No. | Issuer Telephone No. | | |
| 1 ′ | () | (647) 931-9768 | | |
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