

**ANNUAL & SPECIAL MEETING
OF SHAREHOLDERS**



All information related to the meeting can be found at
www.agmconnect.com/GreenBank2021

<<NAME 1>>
<<NAME 2>>
<<ADDRESS 1>>
<<ADDRESS 2>>
<<CITY / PROVINCE>>
CANADA

<<VOTER ID>>

You can vote and access the meeting via:



... computer



... Smartphone or
Tablet



calling:
+1.416.222.4202

You can attend the meeting virtually using the
login credentials below at:

<https://app.agmconnect.com>

VOTER ID: <<VOTER ID>>

MEETING ACCESS CODE: <<ACCESS

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This proxy is solicited on behalf of the management of Greenbank Capital Inc. (the "Company"). The undersigned, being a shareholder of the Company hereby appoints, David Lonsdale, Chief Executive Officer of the Company, or failing him, Mark Wettreich, Director of the Company (the "Management Nominees"), or instead either of them:

Name: _____, and Email: _____,

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual & Special Meeting of shareholders of Greenbank Capital Inc. to be virtually via the AGM Connect platform on Thursday, June 17, 2021 at 10:30PM EDT and at any adjournment of postponement thereof.

1. Election of Directors

01. Mark Wettreich	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>	03. Peter Wanner	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>	05. Richard Beresford	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>
02. David Lonsdale	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>	04. Terry Pullen	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>	06. Steve O'Carroll	FOR <input type="checkbox"/>	WITHOLD <input type="checkbox"/>

2. Re-appointment Of Auditors

To re-appoint Dale Matheson Carr Hilton LaBonte LLP, as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.

FOR WITHOLD

4. Restricted Share Unit Plan

To ratify and approve the adoption of the aCompany's Restricted Share Unit Plan

FOR AGAINST

3. Stock Option Plan

To ratify and approve the adoption of the Company's Stock Option Plan

FOR AGAINST

5. Additional Business

Decision towards any further and other business as properly brought before the meeting or any adjournment thereof

FOR AGAINST

This proxy revokes & supercedes all proxies of earlier date.

DATED this ___ day of _____, 2021

Number of Shares: <<SHARES>>

Signature of Shareholder

Name of Shareholder (Please Print)

<<VOTER ID>>

Voter Information Sheet



VOTE YOUR SHARES

All shareholders are encouraged to vote by proxy ahead of the AGM
Proxies may be voted:

- Online via <https://app.agmconnect.com>
- by completing and returning the lower portion of this proxy form
- by calling AGM Connect at +1.416.222.4202

NOTE TO VOTER

To be valid, your form of proxy must be received no later than **10:30AM (EST)** on **Tuesday, June 15, 2021.**

ATTENDING THE MEETING

REGISTERED HOLDER

Your Common Shares are registered in your name in the Company's register.

BY INTERNET: Login to <https://app.agmconnect.com> using your unique login credentials found on the reverse page. Click 'JOIN MEETING'.

BY PHONE: Call AGM Connect at +1.416.222.4202

BENEFICIAL OWNER

Your Common Shares are held by a nominee, such as a securities broker, in your favour.

1) Appoint yourself or another as your proxy by either:

- Appointing and filling out the form at: <https://app.agmconnect.com>
- Mailing in provided envelope including the form below
- Scan & email this document to: voteproxy@agmconnect.com

2) Contact AGM Connect: 1+416-222-4202

3) Join the virtual meeting via <https://app.agmconnect.com>

1

VOTE YOUR PROXY

2

JOIN THE MEETING

ACCESS THE MEETING



AGM Connect recommends attendees join the webcast 15 minutes before meeting start.

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NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.

If the shareholder appoints any of the persons above, including persons other than Management Designees, as proxy to attend and act at the meeting:
(a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
(b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly, and

(c) IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS

CONDITIONS

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

To be valid, this proxy must be received by AGM Connect at 401 Bay Street, Suite 2704, Toronto, Ontario, M5H 2Y4, Fax Number: 416-350-5008, Email: voteproxy@agmconnect.com, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.