



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

September 12, 2022

Jeff Ciachurski  
Chief Executive Officer  
Greenbriar Capital Corp.  
632 Foster Avenue  
Coquitlam, British Columbia, Canada, V3J 2L7

**Re: Greenbriar Capital Corp.  
Form 20FR-12G  
Exhibit No. 4.3  
Filed January 28, 2022  
File No. 000-56391**

Dear Mr. Ciachurski:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance