



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Gravitas Financial Inc. (the “**Corporation**” or “**Gravitas**”) will be held at the Bentall Kennedy Business Centre, 121 King Street West, 17th floor, Toronto, Ontario on Thursday, December 10, 2015, at 10:00 a.m. (Toronto time), for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of Gravitas for the financial year ended December 31, 2014, together with the auditor’s report thereon;
2. **TO ELECT** the directors of the Corporation for the ensuing year;
3. **TO RE-APPOINT** the auditors of the Corporation and authorize the board of directors of the Corporation to fix the remuneration of the auditors;
4. **TO CONSIDER** and, if deemed advisable, approve a special resolution substantially in the form set forth in the management information circular under the heading “Consolidation of Issued and Outstanding Securities” authorizing an amendment to the articles of the Corporation to consolidate the outstanding common shares of the Corporation on a one (1) new common share for ten (10) old common shares basis, (the “**Consolidation Resolution**”); and
5. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Corporation dated November 9, 2015.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is November 5, 2015 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1, fax number 1-866-249-7775, not later than 10:00 a.m. (Toronto time) on December 8, 2015, subject to adjournments or postponements of the date or time set for the Meeting. The Chairman of the Meeting has the discretion to accept late proxies. If you are a beneficial Shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

DATED this 9th day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“Ernie Eves”

Ernie Eves
Chairman of the Board