

GRAVITAS FINANCIAL INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Gravitas Financial Inc. (the “Corporation”)
Bay Adelaide Centre
333 Bay Street, Suite 650
Toronto, Ontario
M5K 1N6

Item 2 Date of Material Change

May 5, 2016

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Corporation and disseminated via Canada Newswire on May 12, 2016.

Item 4 Summary of Material Change

Effective May 12, 2016, the Corporation accepted the resignation of Robert Carbonaro as a director and appointed Gerry Goldberg as a director of the Corporation.

The Corporation also announced the appointment of Julian Chamberlain as General Counsel of the Corporation.

Item 5 Full Description of Material Change

The news release attached hereto as Schedule “A” provides a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change report is Viswanathan (Vishy) Karamadam, Executive Vice President of the Corporation, at (647) 352-2666.

Item 9 Date of Report

DATED this 12th day of May, 2016.

GRAVITAS FINANCIAL INC. PROVIDES CORPORATE UPDATE

Not for distribution in the United States or through United States wire services

TORONTO, ONTARIO – May 12th, 2016 – Gravitas Financial Inc. (CSE: GFI) (“Gravitas” or the “Company”), is pleased to provide this corporate update on recent business activities.

Appointment of an Officer and Director

The Company is pleased to announce the appointment of Mr. Gerry Goldberg as a Director of the Company. Mr. Goldberg will be replacing Mr. Robert Carbonaro who will be resigning effective today. The Company would like to thank Mr. Robert Carbonaro for his contributions to Gravitas over the past 3 years.

"We are very pleased to have Gerry join the board. Gerry brings extensive financial and compliance experience and expertise and we look forward to his future contributions to the Board and its Committees," said Hon. Ernie Eves, Chairman, Gravitas.

Mr. Goldberg is a Chartered Professional Accountant and is a senior partner in the accounting firm of Schwartz Levitsky Feldman LLP, in Toronto. Mr. Goldberg was previously a partner in Grant Thornton and its predecessor firm for over 15 years. Mr. Goldberg has over 30 years of experience in the service, distribution, retail, mining, natural resources and oil & gas, real estate, not-for-profit entities and manufacturing industries, with a strong emphasis in taxation and business advisory services. He is also active in corporate finance and development and has been involved in the structure and design of numerous innovative financing instruments, tax shelters and syndications, both in Canada and the United States. He is actively involved with the audit of various publicly listed companies in both Canada and abroad. Mr. Goldberg also has tremendous experience as an independent director, chairman and member of the audit committee of publicly listed companies, non-for-profit companies, educational and other institutions, organizations and companies.

The Company is also pleased to announce the appointment of Julian Chamberlain as General Counsel. Mr. Chamberlain will lead the Company's and its subsidiaries, legal, compliance and corporate secretarial functions.

"Julian has a strong and diverse background with experience in private practice and in various in-house roles at a leading financial institution. I am pleased to welcome him to the Gravitas family," said Hon. Ernie Eves, Chairman, Gravitas.

Mr. Chamberlain joins the Company from Manulife Financial Corporation, where he most recently served as Managing Director and Counsel, Manulife Asset Management Private Markets. Mr. Chamberlain received a Master of Business Administration from University of Western Australia in 2006 and a Bachelor of Laws from Queen's University in 2003. He was called to the Bar of British Columbia in 2004 and the Bar in Ontario in 2006.

The Mint Corporation

Gravitas has a 63.6% interest in The Mint Corporation (“Mint”), a publicly listed company with common shares listed on the Toronto Venture Stock Exchange (TSX: MIT-V.). Mint Middle East LLC (“MME”), a company 51% owned by Mint, recently signed a partnership agreement with UnionPay International to issue UnionPay cards in association with Mint's partner banks. UnionPay International, a provider of payment services claiming the world's largest cardholder base, has also certified Mint as a Third Party Service Provider (TPSP). Mint becomes the first Union Pay certified payment processor and issuer for UnionPay Chip Cards in the GCC countries (a political and economic alliance called the Gulf Cooperation Council (GCC) made up of the UAE, Saudi Arabia, Oman, Kuwait, Qatar and Bahrain). All such business matters are more particularly described in Mint's press release dated April 28th, 2016 and is available at www.sedar.com.

ABOUT GRAVITAS FINANCIAL INC.

Gravitas is a financial services, research and analytics holding company providing, through its various subsidiaries, capital market services to individual, private and public company clients. Through its portal www.smallcappower.com, it also provides information to corporate and individual investors. Gravitas conducts its operations from its head office in Toronto, Canada. Gravitas intends to utilize the public company platform and enhanced access to capital to grow its existing business and to provide new and enhanced products to its clients.

For further information:

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