

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Gravitas Financial Inc.
Bay Adelaide Centre
333 Bay Street, Suite 1700
Toronto, Ontario M5H 2R2

Item 2 Date of Material Change

July 26, 2016

Item 3 News Release

The news release attached hereto as Schedule "A" was issued by the Company and disseminated via Canada Newswire on July 26, 2016 and is available on the Company's profile at www.sedar.com.

Item 4 Summary of Material Change

On July 26, 2016, the Company announced that it proposes to raise up to \$600,000 through a non-brokered private placement of up to 6,000,000 common shares of the Company at a price of \$0.10 per common share.

Item 5 Full Description of Material Change

The news releases attached hereto as Schedule "A" provide 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

None.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change report is Vikas Ranjan, President of the Company, at (647) 352-2666.

Item 9 Date of Report

July 26, 2016

SCHEDULE "A"
PRESS RELEASE

FOR IMMEDIATE RELEASE

Gravitas Financial Inc. Announces Proposed Private Placement

Toronto, Ontario, July 26, 2016 – Gravitas Financial Inc. ("Gravitas" or the "Company") (CSE: GFI) announced today that it proposes to raise up to \$600,000 through a non-brokered private placement of up to 6,000,000 common shares of the Company at a price of \$0.10 per common share (the "Private Placement").

Common shares issued pursuant to the Private Placement will be subject to a four-month hold period from the date of closing of the applicable tranche. The Company anticipates that the net proceeds from the Private Placement will be used for general working capital purposes.

About Gravitas Financial Inc.

Gravitas is a diversified financial services and merchant banking firm that has an active presence in fast growing international regions including China, India and the Middle East. Gravitas has made strategic investments in high quality and well-managed financial and capital market services companies. The Company currently has ownership interests in various distribution channels, including its 40% ownership in Portfolio Strategies Corporation (PSC), one of Canada's largest independent Mutual Fund Dealers, with over \$2.5 billion in assets under administration and 270 Advisors across Canada.

Forward-Looking Statements

Certain statements in this news release constitute "forward-looking" statements. These statements relate to future events or the Company's future performance. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. Although the forward-looking statements contained in this news release are based upon what management believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

For further information, please contact:

Vikas Ranjan, President
Email: vikas@gravitasfinancial.com
Tel: (647) 352-2666

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.