

**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 1700  
Toronto, Ontario  
M5K 2R2

**Item 2 Date of Material Change**

February 1, 2017

**Item 3 News Release**

The news release attached hereto as Schedule “A” was issued by the Corporation and disseminated via Marketwired on February 7, 2017.

**Item 4 Summary of Material Change**

Effective February 1, 2017, the Corporation accepted the resignation of Rishi Tibriwal as Chief Financial Officer and has appointed Ying Chen, the current Corporate Controller, as interim Chief Financial Officer.

**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 Vikas Ranjan, Executive Vice President of the Corporation, at (647) 352-2666.

**Item 9 Date of Report**

DATED this 9<sup>th</sup> day of February, 2017.

## **SCHEDULE “A”**

### **GRAVITAS FINANCIAL INC. ANNOUNCES NEW CHIEF FINANCIAL OFFICER AND PROVIDES CORPORATE UPDATE**

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

TORONTO, ONTARIO – February 7<sup>th</sup>, 2017 – Gravitas Financial Inc. (CSE: GFI) (“Gravitas” or the “Company”), announced today that its Chief Financial Officer, Rishi Tibriwal, has resigned effective February 1<sup>st</sup>, 2017. Gravitas is proceeding with its process to identify a successor to Mr. Tibriwal. Ying Chen, Corporate Controller with the Company’s subsidiary, Foregrowth Inc. since December 2016, will be appointed as the Company’s interim CFO until Mr. Tibriwal’s successor is in place. Ms. Chen has recent experience as CFO for several publicly listed companies across the retail, hospitality, oil and gas sectors.

#### **CORPORATE UPDATE**

##### *Gravitas Securities Inc.*

Gravitas, through its 50% subsidiary, Gravitas Ilium Corporation, is pleased to announce, upon the recent receipt of all final regulatory approvals, the official closing of the corporate reorganization of Gravitas Securities Inc. (“GSI”), an investment dealer registered with the Investment Industry Regulatory Organization of Canada (IIROC), resulting in a majority acquisition of the GSI by GIC. As part of the reorganization, GSI will use the registered trade names Gravitas Capital Markets for its investment banking division and Gravitas Wealth Management for its advisory wealth management division.

##### *The Mint Corporation*

The Mint Corporation (“Mint”) and Gravitas are pleased to announce that on December 23, 2016, Gravitas exercised warrants to purchase 10,000,000 common shares of Mint for a total exercise price of \$500,000 (\$0.05 per common share). Gravitas’ securityholding percentage of common shares is calculated on a partially diluted basis and accordingly the exercise of the warrants did not change Gravitas’ securityholding percentage of common shares. Gravitas’ securityholding percentage of the common shares was 76.75% both before and after the exercise of the warrants. Immediately before exercising the warrants, Gravitas owned 93,630,554 common shares (representing 74.89% of the common shares) and 10,000,000 warrants (representing 100% of the warrants). Immediately after exercising the warrants, Gravitas owned 103,630,554 common shares (representing 76.75% of the common shares) and no warrants. The warrants were exercised by Gravitas because they were about to expire. The common shares received upon exercise of the warrants were acquired for investment purposes. The exercise of the warrants was a private transaction between Mint and Gravitas. It did not occur in a market.

##### *China*

Gravitas Financial Group performed an extensive strategic review of opportunities coming from Chinese-Canadians, and determined that accessing the in-bound capital from China for productive use in Canada is an important part of its business model. With this objective in mind, Gravitas has formed alliances with entrepreneurs that are well established in Canada and have deep ties to

China. In particular, its 50% owned subsidiary, Gravitas Ilium Corporation (“GIC”), is the result of this endeavor.

GIC is a jointly owned venture between Gravitas and Ilium Capital Corp., a merchant bank focused on cross border capital markets opportunities between China and Canada. Both parties agreed to form GIC to hold certain strategic investments and to work together to maximize the value of the Corporation for their mutual benefit. The newly formed Corporation will focus on strategic capital market mandates by utilizing various financial distribution channels that it controls. It will especially look to capitalize on cross border opportunities between China and Canada as several of its key directors and officers have strong connections in mainland China. Gravitas believes that it is uniquely positioned to capitalize on this multi-year opportunity resulting from Chinese investors’ interest in Canada as a preferred investment destination.

### **ABOUT THE MINT CORPORATION**

Established in 2004, Mint is a vertically integrated prepaid card and payroll services provider with its own processing platform, ATM network and proprietary branded card products delivered to workers in the United Arab Emirates. Mint operates as a payroll card and processing services provider in the UAE through its ownership in Mint Middle East LLC and Mint Gateway for Electronic Payment Services LLC.

### **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:**

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