



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Gravitas Financial Inc. (the "**Corporation**" or "**Gravitas**") will be held at the offices of Gravitas Financial Inc., 333 Bay Street, 17th floor, Toronto, Ontario on Tuesday, April 11, 2017, 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, 2015, 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; and
4. **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 Management Information Circular of the Corporation under the section "Matters to be Acted Upon" and at www.sedar.com

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 February 27, 2017 (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.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to beneficial Shareholders.

The Corporation is not using Notice-and-Access for delivery to shareholders that hold their shares directly in their respective names (referred to herein as "**Registered Shareholders**"). Registered Shareholders will receive paper copies of this Circular and related materials via prepaid mail.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circular and annual financial statements, ("**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Corporation for the year ended December 31, 2015 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2015 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the corporation's website at www.gravitasfinancial.com. In relation to the Meeting, all Beneficial Shareholders will receive the required documentation under the Notice-and-Access Provisions, which *will not* include a paper copy of the Information Circular nor the Financial Statements. The Registered Shareholders *will* receive paper copies.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to Beneficial Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Beneficial Shareholders with questions about notice-and-access can call the Corporation's transfer agent, Computershare, toll-free at 1-

866-962-0498. Beneficial Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting Computershare toll-free at 1-866-962-0498 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Computershare as applicable, by Tuesday, March 28, 2017, in order to allow sufficient time for Beneficial Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before April 7, 2017, at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for Registered Shareholders, must be returned to Computershare, the Corporation's transfer agent, (i) by mail to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1; or (ii) by facsimile at 1-866-249-7775; or (iii) by internet at www.investorvote.com; no later than 10:00 am (Eastern time) April 7, 2017, or, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompanying the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

DATED this 1st day of March, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Ernie Eves”

Ernie Eves
Chairman of the Board